Vanzo Kendra L Form 4 May 01, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287 Number:

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

58,046

D

\$ 17.11

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

02/14/2019

STOCK

Name and Address of Reporting Person Vanzo Kendra L	2. Issuer Name and Ticker or Trading Symbol OLD NATIONAL BANCORP /IN/ [ONB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ONE MAIN ST	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019	Director 10% OwnerX_ Officer (give title Other (specify below) ASSOC ENGAGEMENT & INTEGRATION			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
EVANSVILLE, IN 47708					

(City)	(State) (Z	Zip) Table	I - Non	-De	erivative S	Securi	ties Acquire	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi onor Dispo (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK								2,131	D (5)	
COMMON STOCK	02/01/2019		D	V	1,875	D	\$ 16.36	56,935	D	
COMMON STOCK	02/01/2019		F	V	1,245	A	\$ 16.36	58,180	D	
COMMON STOCK	02/14/2019		D	V	5,625	D	\$ 17.11	52,555	D	
COMMON	02/14/2019		F	V	5 491	Δ	\$ 17 11	58 046	D	

V 5,491 A

Edgar Filing: Vanzo Kendra L - Form 4

COMMON STOCK	03/15/2019	J		226	A	\$ 17.2481	58,272	D (2)	
COMMON STOCK							5,331 <u>(3)</u>	I	ONB KSOP
COMMON STOCK	03/15/2019	J	V	5	A	\$ 17.2481	675	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Am Underlying Sec (Instr. 3 and 4)		8. D S6 (Ii
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM STOCK	\$ 17.07 (1)	03/15/2019		J	V	25	(6)	<u>(6)</u>	COMMON STOCK	25 (1)	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer

Vanzo Kendra L ONE MAIN ST EVANSVILLE, IN 47708

ASSOC ENGAGEMENT & INTEGRATION

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

05/01/2019

**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 22,500 restricted stock units, 5,625 restricted stock shares and 30,147 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) KSOP Shares updated to include current balance.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.