

HINTON MICHAEL R
 Form 4
 January 10, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HINTON MICHAEL R

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)
 10900 BROWNING RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SENIOR EXEC VICE PRES & COO

EVANSVILLE, IN 47711
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	12/15/2005		J	V 99.225 A \$ 22.6558	11,930.904	D	
COMMON STOCK	12/28/2005		G	V 500 D \$ 22.05	11,430.904	D	
COMMON STOCK					28,250	D	
COMMON STOCK	12/08/2005		L	V 2.205 A \$ 22.6748	906.642	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER

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COMMON STOCK	12/15/2005	J	V	7.585	A	\$ 22.6558	914.227	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	12/23/2005	L	V	4.502	A	\$ 22.2121	918.729	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	12/15/2005	J	V	141.179	A	\$ 22.6558	26,432.863	I	ONB ESOP
COMMON STOCK	12/15/2005	J	V	18.601	A	\$ 22.6558	2,236.624	I	SPOUSE - DEBRA D HINTON
COMMON STOCK							9,027.16	I	SPOUSE - DEBRA D HINTON

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

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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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Underlying Securities
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽¹⁾ 06/27/2011	COMMON STOCK	86,
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽¹⁾ 06/27/2011	COMMON STOCK	15,
	\$ 20.59					01/22/2003 ⁽¹⁾ 01/22/2012		96,

EMPLOYEE
STOCK
OPTIONCOMMON
STOCKEMPLOYEE
STOCK \$ 20.68
OPTION01/31/2004⁽¹⁾ 01/31/2013COMMON
STOCK 143EMPLOYEE
STOCK \$ 20.43
OPTION12/31/2004⁽¹⁾ 02/02/2014COMMON
STOCK 15,

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

HINTON MICHAEL R
10900 BROWNING RD
EVANSVILLE, IN 47711

SENIOR EXEC VICE PRES & COO

Signatures

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

01/10/2006

__Signature of Reporting Person

Date

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) Immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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