

Ryan James C III  
Form 4  
February 12, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ryan James C III

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SEVP-CFO

EVANSVILLE, IN 47708

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 1,371                                                                                                              | I <sup>(1)</sup>                                                     | ONB<br>KSOP                             |
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 2,000                                                                                                              | D <sup>(3)</sup>                                                     |                                         |
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 2,430                                                                                                              | D <sup>(2)</sup>                                                     |                                         |
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 2,962                                                                                                              | D <sup>(4)</sup>                                                     |                                         |
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 110,209                                                                                                            | D <sup>(5)</sup>                                                     |                                         |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Filing Date<br>of this Form |                                        |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|----------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                          | Amount<br>or<br>Number<br>of<br>Shares |    |
| PHANTOM<br>STOCK                                    | \$ 17.15<br>(6)                                                    | 02/09/2018                              |                                                             | P                                    | 53                                                                                                                 | (7)                                                            | (7)                                                                 | COMMON<br>STOCK                | 53 (6)                                 | \$ |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| Ryan James C III<br>ONE MAIN ST<br>EVANSVILLE, IN 47708 | SEVP-CFO                         |

## Signatures

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

02/12/2018

\_\_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) KSOP balance updated based upon current data.
- (2) Shares held in an IRA with a broker.
- (3) Shares held with a broker.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5)

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Includes 57,000 restricted stock units, 16,251 restricted stock shares and 36,958 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

- (6) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (7) 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.

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