

HINTON MICHAEL R
 Form 4
 February 24, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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 194

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 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).

(Print or Type Responses)

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|--|-------------------------------|--------------------------|--|--|---|--|---|--|--------------------------------------|----------|--------------------------------|-----------|--|-------------------------------|-----------------------|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | | |
| Hinton, Michael R. | | | Old National Bancorp ONB | | | <table border="1"> <tr> <td><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td colspan="2">Other (specify below)</td> </tr> </table> | | | <input type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner | <input checked="" type="checkbox"/> | Officer (give title below) | Other (specify below) | |
| <input type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner | | | | | | | | | | | | | |
| <input checked="" type="checkbox"/> | Officer (give title below) | Other (specify below) | | | | | | | | | | | | | | |
| | | | Executive Vice President Evansville Regional Executive | | | | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | |
| 10900 Browning Road | | | | | February 6, 2003 | | | | | | | | | | | |
| | | | | | 5. If Amendment, Date of Original (Month//Day/Year) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | | | | | | |
| (Street) | | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | | | | |
| Evansville, IN 47711 | | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2A. Transaction Date (Month/Day/Year), if | | 2B. Transaction Code (Instr. 8) | | 3. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially | | 6. Ownership Form (Direct (D)) | | 7. Nature of Ownership (Indirect Beneficial Ownership) | | | |

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| | Day (Month/Day/Year) | Code (Instr. 4) | V | Amount | (A) or (D) | Price | Owned or Reported Transaction(s) | Following Reported Transaction(s) | Indirect (Instr. 4) |
|--|----------------------|-----------------|---|--------|------------|--------------|----------------------------------|-----------------------------------|---------------------|
| Common stock | | | | | | 9,322.150 | D | | |
| Common stock | 02/06/03 | L | V | 4.243 | A | 23.02634.699 | I1 | | |
| Common stock | | | | | | 19,655.493 | I2 | | |
| Common stock | | | | | | 1,034.755 | I3 | | |
| Common stock | | | | | | 843.000 | I4 | | |
| Common stock | | | | | | 8,187.900 | | | |
| D Michael R Hinton | | | | | | | | | |
| I1 Michael Hinton CF Taylor Hinton | | | | | | | | | |
| I2 ONB Emp Savings and Profit Sharing Plan | | | | | | | | | |
| I3 Debra D Hinton spouse | | | | | | | | | |
| I4 Debra D Hinton spouse broker held | | | | | | | | | |
| I5 Debra D Hinton spouse | | | | | | | | | |

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

FORM 4 (continued)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 4) | 5. Number of Derivative Securities Acquired or Disposed of (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) | 8. Price of Derivative Security (Instr. 3 and 5) | 9. Number of Derivative Securities Owned or Reported Following Transaction(s) | 10. Ownership of Derivative Security (Instr. 4) |
|--|--|--------------------------------------|--------------------------------|--|--|---|--|---|---|
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| | | Date/Year) | | (A) | (D) | Date Expiration Exercisable Date | Title | Amount or Number of Shares | (Instr. 4) | Indirect (Instr. 4) |
|-----------------------|-----------|------------|---|-----|---------|----------------------------------|--------------|----------------------------|------------|---------------------|
| | | Code | V | | | | | | | |
| Employee Stock Option | \$23.9365 | 6/27/01 | A | V | | (1) 6/27/2011 | common stock | 78,057 | | Direct (D) |
| Right to Buy | | | | | 78,057 | | | N/A | | |
| Employee Stock Option | \$23.9365 | 6/27/01 | A | V | | (2) 6/27/2011 | common stock | 14,433 | | Direct (D) |
| Right to Buy | | | | | 14,433 | | | N/A | | |
| Employee Stock Option | \$22.6952 | 1/22/02 | A | V | | (3) 1/22/2012 | common stock | 87,150 | | Direct (D) |
| Right to Buy | | | | | 87,150 | | | N/A | | |
| Employee Stock Option | \$22.8000 | 1/31/03 | A | V | | (4) 1/31/2013 | common stock | 130,000 | | Direct (D) |
| Right to Buy | | | | | 130,000 | | | N/A | | |

Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in

