

CLARK TODD C
Form 4
May 01, 2019

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 *
CLARK TODD C

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)
02/01/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EXEC VP - CIO

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 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					22,830 ⁽³⁾	D	
COMMON STOCK					15,909 ⁽³⁾	D	
COMMON STOCK	02/01/2019		D	V	2,333	D	\$ 16.36 48,061 D
COMMON STOCK	02/01/2019		F	V	1,540	A	\$ 16.36 49,601 D
COMMON STOCK	02/14/2019		D	V	6,375	D	\$ 17.11 43,226 D

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COMMON STOCK	02/14/2019	F	V	6,270	A	\$ 17.11	49,496	D
COMMON STOCK	03/15/2019	J	V	130	A	\$ 17.2481	49,626	D ⁽²⁾
COMMON STOCK	03/15/2019	J	V	121.34	A	\$ 17.07	16,030	D ⁽³⁾
COMMON STOCK	03/15/2019	J	V	174.13	A	\$ 17.07	23,004	D ⁽³⁾

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

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(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. Transaction Code (Instr. 8)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
PHANTOM STOCK	\$ 17.07 ⁽¹⁾	03/15/2019		J	V 30	⁽⁴⁾ ⁽⁴⁾	COMMON STOCK 30 ⁽¹⁾
EMPLOYEE STOCK OPTION	\$ 3.76					03/02/2011 03/02/2021	COMMON STOCK 7,120
EMPLOYEE STOCK OPTION	\$ 3.71					03/02/2012 03/02/2022	COMMON STOCK 7,120
EMPLOYEE STOCK OPTION	\$ 5.67					03/06/2013 03/06/2023	COMMON STOCK 2,670

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLARK TODD C ONE MAIN ST EVANSVILLE, IN 47708	EXEC VP - CIO

Signatures

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

05/01/2019

____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) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 25,875 restricted stock units, 6,293 restricted stock shares and 17,458 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Shares held with a broker.
- (4) 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.