

HINTON MICHAEL R  
 Form 4  
 February 10, 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

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).

(Print or Type Responses)

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|   |  |                       |  |  |                                |   |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
|---|--|-----------------------|--|--|--------------------------------|---|---|--|--------------------------------------|------------------------------------|---|--|-------------------------------|-----------------------|---|--|--|
| 1. Name and Address of Reporting Person*                  |  |                       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |                                | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| Hinton, Michael R.  |  |                       | Old National Bancorp ONB   |  |                                | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer<br/>(give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President<br/>Evansville Regional Executive</td> </tr> </table> |   |  |                                      | Director                           | 10% Owner   | X  | Officer<br>(give title below) | Other (specify below) | Executive Vice President<br>Evansville Regional Executive |  |  |
|   | Director                                     | 10% Owner             |  |  |                                |   |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| X   | Officer<br>(give title below)                | Other (specify below) |  |  |                                |   |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| Executive Vice President<br>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   |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| 10900 Browning Road                                       |  |                       |  |  |                                | January 10, 2003  |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| (Street)  |  |                       | 5. If Amendment, Date of Original (Month//Day/Year)                              |  |                                | 7. Individual or Joint/Group Filing (Check Applicable Line)   |   |  |                                      |                                    |   |  |                               |                       |   |  |  |
| Evansville, IN 47711                                      |  |                       |  |  |                                | <table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>  |   |  | X                                    | Form filed by One Reporting Person |   | Form filed by More than One Reporting Person |                               |                       |   |  |  |
| 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)                           |  |                       | 2A. Transaction Date (Month/Day/Year), if  |  | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) |  | 5. Amount of Securities Beneficially |                                    | 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) | Indirect (Instr. 4) |
|---|----------------------|-----------------|---|---------|------------|------------|----------------------------------|---------------------|
| Common stock                                  | 01/27/03             | J               | V | 443.912 | A          | 9,322.150  | D                                |                     |
| Common stock                                  | 01/10/03             | L               | V | 4.215   | A          | 23.726     | I1                               |                     |
|   | 01/27/03             | J               | V | 28.864  | A          |            |                                  |                     |
| Common stock                                  |                      |                 |   |         |            | 19,655.493 | I2                               |                     |
| Common stock                                  | 01/27/03             | J               | V | 49.274  | A          | 1,034.755  | I3                               |                     |
| Common stock                                  | 01/27/03             | J               | V | 40.000  | A          | 843.000    | I4                               |                     |
| Common stock                                  | 01/27/03             | J               | V | 389.900 | A          |            | 8,187.900                        |                     |
| J Shrs recd pursuant to stock dividend on ONB |                      |                 |   |         |            |            |                                  |                     |
| common stock with a record date of 1/6/2003   |                      |                 |   |         |            |            |                                  |                     |
| 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                      |                      |                 |   |         |            |            |                                  |                     |

| FORM 4 (continued)                         |  | 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 | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired or Disposed of (A) or (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Securities Owned or Reported Following Transaction(s) (Instr. 3 and 4) | 9. Ownership of Derivative Security (Instr. 4) |
|  |  |  |                                   |                                |   |  |   |  |  |

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|                             |           | Year)   | (Month/<br>Date/Year) |   | (Instr. 3, 4<br>and 5) |     | Date | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares | Reported      | Transactions  |               |
|-----------------------------|-----------|---------|-----------------------|---|------------------------|-----|------|--------------------|-----------------|--|---------------|---------------|---------------|
|                             |           |         | Code                  | V | (A)                    | (D) |      |                    |                 |  | (Instr.<br>4) | (Instr.<br>4) |               |
| Employee<br>Stock<br>Option | \$23.9365 | 6/27/01 | A                     | V |                        |     | (1)  | 6/27/2011          | common<br>stock | 78,057                                 | N/A           | 78,057        | Direct<br>(D) |
| Right<br>to<br>Buy          |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
| Employee<br>Stock<br>Option | \$23.9365 | 6/27/01 | A                     | V |                        |     | (2)  | 6/27/2011          | common<br>stock | 14,433                                 | N/A           | 14,433        | Direct<br>(D) |
| Right<br>to<br>Buy          |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
| Employee<br>Stock<br>Option | \$22.6952 | 1/22/02 | A                     | V |                        |     | (3)  | 1/22/2012          | common<br>stock | 87,150                                 | N/A           | 87,150        | Direct<br>(D) |
| Right<br>to<br>Buy          |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
|                             |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
|                             |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
|                             |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |
|                             |           |         |                       |   |                        |     |      |                    |                 |  |               |               |               |

Explanation of Responses:

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

