

HUDGIONS ANNETTE W
 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) | | | | | | | | | | |
| Hudgions, Annette W. | | | Old National Bancorp ONB | | | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table> | | | | Director | 10% Own | X | Officer (give title below) | Other (specify below) | | |
| | Director | 10% Own | | | | | | | | | | | | | | |
| X | Officer (give title below) | Other (specify below) | | | | | | | | | | | | | | |
| (Last) (First) (Middle) 800 S Main Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year | | | | | | | | | | |
| (Street) Henderson, KY 42420 | | | | | | February 6, 2003 | | | | | | | | | | |
| (City) (State) (Zip) | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | | |
| | | | | | | X Form filed by One Reporting Person | | | | | | | | | | |
| | | | | | | Form filed by More than One Reporting Person | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Election Date, if any | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned | | 6. Ownership Form (Direct (D) or Indirect (I)) | | 7. Nature of Beneficial Ownership | |

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| | Day/Year) (Month/Day/ Year) | (Month/Day/ Year) | V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | or (I) (Instr. 4) | Instr. 4 |
|--|-----------------------------------|----------------------|---|--------|------------------|---------|--|----------------------------|----------|
| Common stock | | | | | | | 4,606.665 | D | |
| Common stock | 02/06/03 | | L | 2.172 | A | 23.0243 | 361.220 | D1 | |
| Common stock | | | | | | | 4,877.481 | I2 | |
| D Annette Hudgions | | | | | | | | | |
| D1 Annette W and John D Hudgions | | | | | | | | | |
| I2 ONB Emp Savings and Profit Sharing Plan | | | | | | | | | |

| FORM 4 (continued) | | Table II - Derivative Securities Acquired, Disposed (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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
| | | | | | | | | |

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| | | | | and 5) | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------|-----------|---------|--|--------|---|--------|--|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | | | | | | |
| Employee Stock Option Right to Buy | \$23.9363 | 6/27/01 | | A | V | 29,106 | | (1) | 6/27/2011 | common stock | 29,106 |
| Employee Stock Option Right to Buy | \$22.6952 | 1/22/02 | | A | V | 32,025 | | (2) | 1/22/2012 | common stock | 32,025 |
| Employee Stock Option Right to Buy | \$22.8000 | 1/31/03 | | A | V | 40,000 | | (3) | 1/31/2013 | common stock | 40,000 |
| | | | | | | | | | | | |
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Explanation of Responses:

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

(2) The Option vests in 4 equal annual installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(3) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to Accelerated Vesting in Certain Circumstances.

**Signature of Reporting
Person

Date

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

* 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).

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

Last Update: 09/05/2002