

MELTON CHRISTOPHER L
 Form 4
 February 24, 2003

FORM 4

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)

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 1940

OMB APPROVAL
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0

1. Name and Address of Reporting Person* Melton, Christopher L.		2. Issuer Name and Ticker or Trading Symbol Old National Bancorp ONB			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner			
					<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)			
					Executive Vice President				
(Last) (First) (Middle) 5999 Woodridge Trail	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year February 6, 2003		7. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)			5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	<input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)	Newburgh, IN 47630								
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 Election 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	6. Ownership or	7. Nature of Beneficial Ownership
				Amount	(A)	Price			

	Day/Year				or (D)	Following Reported Transaction		(Instr. 3 and 4)	Indirect (Instr. 4)
		(L)	(V)	(S)		(S)			
Common stock	02/06/03	L	V	21.716	A23	0243	494.987	D	
D Christopher Melton Rev Trust									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibles)						
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/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)

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	52,368		(1)	6/27/2011	common stock	52,368
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	60,375		(2)	1/22/2012	common stock	60,375
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	76,000		(3)	1/31/2013	common stock	76,000

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