

OLD NATIONAL BANCORP /IN/  
Form 8-K  
May 23, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 19, 2011

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Top of the Form****Item 5.07 Submission of Matters to a Vote of Security Holders.**

Old National Bancorp (the Company) held its Annual Meeting of Shareholders on May 19, 2011 (Annual Meeting). Matters voted upon at the meeting were: (1) election of directors to serve for one year and until the election and qualification of their successors; (2) approval of a non-binding advisory proposal on Executive Compensation; (3) approval of a non-binding advisory proposal determining the frequency of advisory votes on Executive Compensation; and (4) ratification of the appointment of Crowe Horwarth LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011. The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set forth below:

## 1. Election of twelve Directors to serve for one year and until the election and qualification of their successors.

| <b>Director Nominee</b> | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------|----------------|--------------------|-------------------------|
| Joseph D. Barnette, Jr. | 61,599,539 | 1,077,708      | 0                  | 16,967,633              |
| Alan W. Braun           | 49,203,579 | 13,471,105     | 0                  | 16,967,633              |
| Larry E. Dunigan        | 60,729,312 | 1,932,245      | 0                  | 16,967,633              |
| Niel C. Ellerbrook      | 61,658,994 | 1,011,400      | 0                  | 16,967,633              |
| Andrew E. Goebel        | 60,721,381 | 1,973,582      | 0                  | 16,967,633              |
| Robert G. Jones         | 60,661,055 | 2,021,085      | 0                  | 16,967,633              |
| Phelps L. Lambert       | 60,692,305 | 1,977,239      | 0                  | 16,967,633              |
| Arthur H. McElwee, Jr.  | 61,765,013 | 901,918        | 0                  | 16,967,633              |
| James T. Morris         | 61,752,192 | 917,538        | 0                  | 16,967,633              |
| Marjorie Z. Soyugenc    | 60,458,479 | 2,215,412      | 0                  | 16,967,633              |
| Kelly N. Stanley        | 60,779,569 | 1,887,413      | 0                  | 16,967,633              |
| Linda E. White          | 59,436,448 | 3,237,849      | 0                  | 16,967,633              |

## 2. Approval of a non-binding advisory proposal on Executive Compensation.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 58,048,090 | 2,510,952      | 2,118,203          | 16,967,633              |

## 3. Approval of a non-binding advisory proposal determining the frequency of advisory votes on Executive Compensation.

| <b>Every Year</b> | <b>Every Two Years</b> | <b>Every Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------------|--------------------------|--------------------|-------------------------|
| 34,453,077        | 1,210,355              | 25,731,190               | 1,282,619          | 16,967,633              |

## 4. The appointment of Crowe Horwarth as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved by the following vote.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 74,570,522 | 538,241        | 346,111            | 4,190,006               |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*May 23, 2011*

Old National Bancorp

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight*

*Title: Executive Vice President, Chief Legal Counsel and  
Corporate Secretary*