

OLD NATIONAL BANCORP /IN/

Reported by

FALCONER BRENDON B

FORM 144

(Report of proposed sale of securities)

Filed 04/26/24

Address 1 MAIN ST
EVANSVILLE, IN, 47708

Telephone 8124641434

CIK 0000707179

Symbol ONB

SIC Code 6021 - National Commercial Banks

Industry Banks

Sector Financials

Fiscal Year 12/31

Form 144 Filer Information

Form 144

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

144: Issuer Information

Name of Issuer	OLD NATIONAL BANCORP
SEC File Number	001-15817
Address of Issuer	ONE MAIN STREET EVANSVILLE INDIANA 47708
Phone	812-468-1000
Name of Person for Whose Account the Securities are To Be Sold	Brendon B. Falconer

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	1. SEVP, Chief Financial Officer
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144: Securities Information

Record	Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
#1	COMMON	Northwestern Mutual 720 E. Wisconsin Ave Milwaukee WISCONSIN 53202	49,375	\$803,825.00	318,971,076	04/25/2024	NASDAQ

144: Securities To Be Sold

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Record	Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift ?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
#1	COMMON	02/01/2021	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	157	02/01/2021	N/A

#2	COMMON	02/10/2021	Vest of Performance Share Unit Award	Issuer	<input type="checkbox"/>	—	4,349	02/10/2021	N/A
#3	COMMON	02/01/2022	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	3,462	02/01/2022	N/A
#4	COMMON	02/10/2022	Vest of Performance Share Unit Award	Issuer	<input type="checkbox"/>	—	11,801	02/10/2022	N/A
#5	COMMON	02/01/2023	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	2,353	02/01/2023	N/A
#6	COMMON	02/22/2023	Vest of Performance Share Unit Award	Issuer	<input type="checkbox"/>	—	4,867	02/22/2023	N/A
#7	COMMON	05/02/2022	Purchase	Open Market	<input type="checkbox"/>	—	3,000	05/02/2022	Cash
#8	COMMON	02/01/2024	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	1,252	02/01/2024	N/A
#9	COMMON	02/22/2024	Vest of Performance Share Unit Award	Issuer	<input type="checkbox"/>	—	10,800	02/22/2024	N/A
#10	COMMON	03/01/2024	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	3,993	03/01/2024	N/A
#11	COMMON	03/02/2024	Vest of Restricted Stock Award	Issuer	<input type="checkbox"/>	—	3,341	03/02/2024	N/A

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks Securities were sold by the Reporting Person to purchase real estate.

Date of Notice 04/26/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/S/ ANDREA L. STANGL, ATTORNEY-IN-FACT FOR BRENDON B. FALCONER

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)