

OLD SECOND BANCORP INC  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SKOGLUND WILLIAM B

2. Issuer Name and Ticker or Trading Symbol  
OLD SECOND BANCORP INC  
[OSBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
37 S. RIVER ST.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

AURORA, IL 60506

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Execution 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Old Second Bancorp Inc. Common Stock	12/31/2008	(1)	J		112 (2) A (1) 13,703 (2)	I	401-K Plan
Old Second Bancorp Inc. Common Stock	12/31/2008	(1)	J		371 (3) A (1) 45,374 (3)	I	Profit Sharing Plan
Old Second Bancorp					532	D	

Inc.  
Common  
Stock

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

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SEC 1474  
(9-02)

**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 (Month/Day/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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75					12/18/2008 12/18/2017	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 29.2					12/19/2007 12/19/2016	Common Stock	32,000	
Employee Stock Option (Right to Buy)	\$ 31.34					12/20/2005 12/21/2015	Common Stock	32,000	
Employee Stock Option (Right to Buy)	\$ 32.59					12/20/2005 12/21/2014	Common Stock	32,000	
Employee Stock	\$ 25.08					12/20/2005 12/16/2013	Common Stock	32,000 <sup>(4)</sup>	

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 18.81  
(Right to  
Buy)

12/20/2005 12/17/2012 Common Stock 32,000  
(4)

Employee  
Stock

Option \$ 14.74  
(Right to  
Buy)

12/20/2005 12/18/2011 Common Stock 32,000  
(5)

Employee  
Stock

Option \$ 8.91  
(Right to  
Buy)

12/20/2005 12/19/2010 Common Stock 26,666  
(5)

Employee  
Stock

Option \$ 10.46  
(Right to  
Buy)

12/20/2005 12/14/2009 Common Stock 9,866  
(5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKOGLUND WILLIAM B 37 S. RIVER ST. AURORA, IL 60506	X		CEO	

## Signatures

/s/ William Skoglund 12/31/2008

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Does not apply.
- (2) Of this total, 112 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp Inc. Salary & Savings Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-08.
- (3) Of this total, 371 shares were allocated during the fourth quarter pursuant to the Old Second Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-08.

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- (4) Restated for 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (5) Restated for 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 and restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.