

BONIFAS EDWARD  
Form 4  
March 04, 2009

**FORM 4**

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

OMB 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).

**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 \*  
BONIFAS EDWARD

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2009

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

37 S. RIVER ST.  
(Street)

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

AURORA, IL 60506  
(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code	V Amount or (D) Price			
Old Second Bancorp Inc. Common Stock	03/03/2009	(1)	P	100	A \$ 5.5	15,726	D	
Old Second Bancorp Inc. Common Stock	03/03/2009	(1)	P	100	A \$ 5.51	15,826	D	
Old Second Bancorp	03/03/2009	(1)	P	100	A \$ 5.55	15,926	D	

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Inc. Common Stock									
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	570	A	\$ 5.56	16,496		D
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	100	A	\$ 5.66	16,596		D
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	521	A	\$ 5.7	17,117		D
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	1,700	A	\$ 5.8	18,817		D
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	300	A	\$ 5.55	19,117		D
Old Second Bancorp Inc. Common Stock	03/03/2009	<u>(1)</u>	P	1,509	A	\$ 5.82	20,626 <u>(2)</u>		D

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

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4)
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Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V				
Employee Stock Option (Right to Buy)	\$ 7.49			02/17/2010	02/17/2019	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 27.75			12/18/2008	12/18/2017	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 29.2			12/19/2007	12/19/2016	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 31.34			12/20/2005	12/21/2015	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 32.59			12/20/2005	12/21/2014	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONIFAS EDWARD 37 S. RIVER ST. AURORA, IL 60506	X			

## Signatures

/s/ Edward  
Bonifas

03/03/2009

\_\_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) Included in this total are 266 shares are held in Mr. Bonifas' name outright, 596 shares of restricted stock units and 19,764 shares held in a brokerage account.

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.