

OLD SECOND BANCORP INC  
 Form 4  
 June 30, 2014

**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 \*  
 SCHMITZ JAMES C

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)  
 04/28/2014

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Old Second Bancorp, Inc. Common Stock	06/17/2014		A		2,500 <sup>(2)</sup> \$ 4.82 54,496 <sup>(1)</sup>	D	
OSBI Fixed Rate Cumulative Preferred Stock-Ser B	04/28/2014		S		200 <sup>(3)</sup> \$ 947.5 0	D	
Old Second Bancorp,					9,590	I	IRA

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Inc.  
Common  
Stock  
  
Old Second  
Bancorp,  
Inc.  
Common  
Stock

12,000 I Roth IRA

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. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
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
	\$ 31.34					12/20/2005	12/20/2015		1,500

Employee Stock Option Right to Buy					Common Stock	
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
SCHMITZ JAMES C 37 S. RIVER ST. AURORA, IL 60506		X		

## Signatures

/s/ James C.  
Schmitz

06/17/2014

\*\*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) Included in this total are 200 shares held in Mr. Schmitz' name alone; 51,796 shares held by James Schmitz as Trustee of the James C. Schmitz Trust and 2,500 shares of restricted stock units in the name of Mr. Schmitz.
  - (2) These shares represent a Restricted Stock Units grant pursuant to Old Second Bancorp, Inc. 2014 Equity Incentive Plan.
  - (3) In connection with its public offering of common stock, the Company was required to repurchase the Old Second Fixed Rate Cumulative Perpetual Preferred Stock Series B from it directors on 04-28-14.

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.