

MEYER WILLIAM J
Form 4
January 21, 2010

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 *
MEYER WILLIAM J

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)
01/19/2010

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

C/O WILLIAM F. MEYER
CO., 1855 W. NEW YORK 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 60505

(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 (A) or (D) Price		
Old Second Bancorp Inc. Common Stock	01/19/2010	(1)	A		1,200 (2)	A	82,164 (3) D
Old Second Bancorp Inc. Common Stock					2,452		D
					666		I

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Old Second Bancorp Inc. Common Stock							Held in spouse IRA
Old Second Bancorp Inc. Common Stock				532		I	Held in nominee name for spouse

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

Buy)

Employee
Stock

Option	\$ 31.34	12/20/2005	12/20/2015	Common Stock	1,500
(Right to Buy)					

Employee
Stock

Option	\$ 32.59	12/20/2005	12/21/2014	Common Stock	1,500
(Right to Buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYER WILLIAM J C/O WILLIAM F. MEYER CO. 1855 W. NEW YORK ST. AURORA, IL 60505	X			

Signatures

/s/ William J.
Meyer

01/19/2010

**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) Represents restricted stock units granted under the Old Second Bancorp Inc. Equity Incentive Plan. Such shares vest in 2013.
- (3) Included in this total are 20,198 shares held in trust; 60,170 shares held in Mr. Meyer's name alone and 1,796 shares of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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