

SKOGLUND WILLIAM B

Form 4

January 21, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
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)

3. Date of Earliest Transaction
 (Month/Day/Year)
01/19/2010

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

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)
Old Second Bancorp Inc. Common Stock	01/19/2010	(1)	A	39,900 (2)	A 11 62,461 (3)	D	
Old Second Bancorp Inc. Common Stock					14,088	I	401-K Plan
Old Second Bancorp					46,645	I	Profit Sharing

Inc.
Common
Stock

Plan

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. I De Sec (In	
				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 (4)

Option
(Right to
Buy)

Employee
Stock

Option \$ 18.81
(Right to
Buy)

12/20/2005 12/17/2012

Common 32,000
Stock (4)

Employee
Stock

Option \$ 14.74
(Right to
Buy)

12/20/2005 12/18/2011

Common 32,000
Stock (5)

Employee
Stock

Option \$ 8.91
(Right to
Buy)

12/20/2005 12/19/2010

Common 26,666
Stock (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 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 shares granted under the Old Second Bancorp Inc. Equity Incentive Plan. Such shares vest in 2013.

(3) Included in this total are 61,929 shares of restricted stock and 532 shares in Mr. Skoglund's name alone.

(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.

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