

CHEATHAM J DOUGLAS

Form 4

March 09, 2011

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

OMB APPROVAL

OMB
Number: 3235-0287
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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 *
CHEATHAM J DOUGLAS2. 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)

AURORA, IL 60506

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CFO4. 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)
Old Second Bancorp Inc. Common Stock	02/15/2011		A	35,330	A 11	67,922	D
Old Second Bancorp Inc. Common Stock					16,404	I	401-k
Old Second Bancorp					4,192	I	Profit Sharing

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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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options	\$ 27.75					12/18/2008	12/18/2017	Common stock	15,000	
Employee Stock Options	\$ 29.2					12/19/2007	12/19/2016	Common Stock	12,000	
Employee Stock Option	\$ 31.34					12/20/2005	12/21/2015	common stock	12,000	
Employee Stock Options	\$ 32.59					12/20/2005	12/21/2014	Common Stock	12,000	
Employee Stock Option	\$ 25.08					12/20/2005	12/16/2013	Common Stock	12,000 (2)	
Employee Stock Option	\$ 18.81					12/20/2005	12/17/2012	Common Stock	12,000 (2)	
Employee stock option	\$ 14.74					12/20/2005	12/19/2011	Common Stock	10,666 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEATHAM J DOUGLAS 37 S. RIVER ST. AURORA, IL 60506	X		CFO	

Signatures

/s/ J. Douglas Cheatham	03/09/2011
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**Signature of Reporting Person	Date
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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) Represents restricted stock units granted under the Old Second Bancorp Inc. Equity Incentive Plan. Such shares vest in 2014.
- (2) Shares are restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (3) Shares are restated for a 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 AND 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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