

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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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 \*  
MEYER WILLIAM J2. 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)  
06/17/2014☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------|
| Old Second Bancorp, Inc. Common Stock | 06/17/2014                              |                                                       | A                                 | 2,500<br>(2)                                                         | A \$ 4.82 130,118 (1)                                                                               | D                                                           |                                      |
| Old Second Bancorp, Inc. Common Stock |                                         |                                                       |                                   |                                                                      | 2,452                                                                                               | D                                                           |                                      |
| Old Second Bancorp,                   |                                         |                                                       |                                   |                                                                      | 666                                                                                                 | I                                                           | Held in Spouse                       |

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

IRA

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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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>buy)    | \$ 7.49                                                               |                                         |                                                             |                                         |                                                                                                                       | 02/17/2010 02/17/2019                                          | Commonn<br>Stock                                                    | 1,500                                     |
| Employee<br>Stock<br>Option<br>(Right to<br>buy)    | \$ 27.75                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/18/2008 12/18/2017                                          | Common<br>Stock                                                     | 1,500                                     |
| Employee<br>Stock<br>Option<br>(Right to<br>buy)    | \$ 29.2                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/19/2007 12/19/2016                                          | Common<br>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 |
| MEYER WILLIAM J<br>37 S. RIVER ST.<br>AURORA, IL 60506 |               | X         |         |       |

## Signatures

/s/ William J.  
Meyer

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 30,794 shares held in Trust; 51,370 shares held in Mr. Meyer's name alone; 45,454 shares held by Mr. Meyer in a brokerage account and 2,500 of restricted stock units in the name of Mr. Meyer.

(2) These shares represent a Restricted Stock Units grant pursuant to Old Second Bancorp, Inc. 2014 Equity Incentive Plan.

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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