

CHEATHAM J DOUGLAS

Form 4

September 30, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHEATHAM J DOUGLAS

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)
09/30/2009

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

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Old Second Bancorp Inc.	09/30/2009	(1)	J		699	A (1)	9,995 (2)	I	401(k)
Old Second Bancorp Inc.	09/30/2009	(1)	J		28	A (1)	4,150 (3)	I	Profit Sharing
Old Second Bancorp Inc.							12,392 (4)	D	

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 Option (Right to Buy	\$ 27.75							12/18/2008	12/18/2017	Common Stock	15,000
Employee Stock Option (Right to Buy	\$ 29.2							12/19/2007	12/19/2016	Common Stock	12,000
Employee Stock Option (Right to Buy	\$ 31.34							12/20/2005	12/21/2015	Common Stock	12,000
Employee Stock Option (Right to Buy	\$ 32.59							12/20/2005	12/21/2014	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 25.08							12/20/2005	12/16/2013	Common Stock	12,000 (5)
Employee Stock	\$ 18.81							12/20/2005	12/17/2012	Common Stock	12,000 (5)

Option
(Right to
Buy)

Employee
Stock

Option \$ 14.74
(Right to
Buy)

12/20/2005 12/19/2011

Common 10,666
Stock (6)

Employee
Stock

Option \$ 10.46
(Right to
Buy)

12/20/2005 12/14/2009

Common 6,666
Stock (6)

Employee
Stock

Option \$ 8.91
(Right to
Buy)

12/20/2005 12/18/2010

Common 12,000
Stock (6)

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 09/30/2009

__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) Of this total, 699 shares were allocated during the first quarter pursuant to the Old Second Bancorp Inc. Salary and Savings Plan. Information provided herein is based on information provided by the Plan Trustee as of 9-30-09.
- (3) Of this total, 28 shares were allocated during the first quarter pursuant to the Old Second Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 9-30-09.
- (4) Included in this total are 1,400 shares in Mr. Cheatham's name only and 10,992 shares of restricted stock.
- (5) Shares restated for a 2 for 1 stock split effected in the form of a stock dividend and payable 7-28-04.
- (6) Shares restated for a 4 for 3 stock split effected in the form of a stock dividend and payable 6-24-02 and restated for a 2 for 1 stock split effected in the form of a stock dividend and 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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