

SKOGLUND WILLIAM B
Form 4
February 18, 2003

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| <p>FORM 4</p> <p>o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5</p> |
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|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Skogland, William</p> <p>(Last) (First) (Middle)</p> <p>c/o Old Second National Bank 37 South River Street</p> <p>(Street)</p> <p>Aurora, IL 60506</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Old Second Bancorp Inc. /OSBC</p> | <p>4. Statement for Month/Day/Year</p> <p>2-14-03</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p><input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">Director and CEO</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
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| Old Second Bancorp Inc. Common Stock | | | Code | V | Amount | (A) or (D) | Price | | | |
|--------------------------------------|---------|---|------|---|--------|------------|---------|---------|---|---------------------|
| Common Stock | | | | | | | | 6,064 | I | 401-(k) Plan |
| Common Stock | | | | | | | | *20,079 | I | Profit Sharing Plan |
| Common Stock | 2-14-03 | M | | | 2,201 | A | \$15.33 | | | |
| Common Stock | 2-14-03 | M | | | 8,800 | A | \$23.69 | | | |
| Common Stock | 2-14-03 | D | | | 11,001 | D | \$37.50 | 266 | D | |
| | | | | | | | | | | |
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* For the last option filing of 2-03-03, this number was inadvertently typed as 10,079 and should have been 20,079.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-------|--|-----------------|--|----------------------------|---|--------|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Old Second Bancorp Inc. Phantom Stock | | | | | | | | | | | | | | 1,375 | D | |
| | | | | | | | | | | | | | | | | |
| Employee Stock Option | | | | | | | | | | | | | | | | |
| Right to buy | \$15.33 | 2-14-03 | M | | | | 2,201 | 12-10-97 | 12-10-06 | Common St. | 2,201* | | 0 | D | | |
| " | \$22.69 | 2-14-03 | M | | | | 8,800 | 12-10-96 | 12-10-07 | Common St. | 8,800* | | 0 | D | | |
| | | | | | | | | | | | | | | | | |
| | | | | | | | | Total-11,001 Disposition | | | | | | | | |
| Remaining Options | | | | | | | | | | | | | | | | |
| Right to buy | | | | | | | | | | | | | | | | |
| " | \$37.61 | | | | | | | 12-17-03 | 12-17-12 | Common St. | 16,000 | | 16,000 | D | | |
| " | \$29.42-Restated | | | | | | | 12-18-02 | 12-18-11 | Common St. | 16,000 | | 16,000 | D | | |
| " | \$17.82-Restated | | | | | | | 12-19-01 | 12-19-10 | Common St. | 13,333 | | 13,333 | D | | |
| " | \$20.91-Restated | | | | | | | 12-14-00 | 12-14-09 | Common St. | 11,333 | | 11,333 | D | | |
| " | \$19.50-Restated | | | | | | | 12-10-99 | 12-8-08 | Common St. | 10,666 | | 10,666 | D | | |
| | | | | | | | | Total Remaining Options-67,332 | | | | | | | | |

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Explanation of Responses:

* Options adjusted for 5 for 4 stock split effected 6-17-96, 2 for 1 split effected 5-17-99 and 4 for 3 split, effected 6-24-02.

/s/ William Skogland

2-14-03

** Signature of Reporting Person

Date

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

* 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).

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

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002