

SCHMITZ JAMES C
 Form 4
 February 18, 2009

FORM 4

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

OMB APPROVAL

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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 *
 SCHMITZ JAMES C

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)
 02/17/2009

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

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)
				(A) or (D)	Price		
Code	V	Amount	(D)	Price			
Old Second Bancorp Inc. Common Stock	02/17/2009	(1)	A	596 (2)	A \$ 0	265,392 (3)	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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.49	02/17/2009	<u>(1)</u>	A		1,500		02/17/2010	02/17/2019	Common Stock	1,500 <u>(4)</u>
Employee Stock Option (Right to Buy)	\$ 27.75							12/18/2008	12/18/2017	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 29.2							12/19/2007	12/19/2016	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 31.34							12/20/2005	12/20/2015	Common Stock	1,500
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
SCHMITZ JAMES C 37 S. RIVER ST.	X			

AURORA, IL 60506

Signatures

/s/ James C.

Schmitz

02/17/2009

__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) Represents restricted stock units granted under the Old Second Bancorp Inc. 2008 Equity Incentive Plan. Such shares vest March 1, 2012.
- (3) Included in this total are 200 shares held in Mr. Schmitz' name alone; 264,596 shares held by James Schmitz as Trustee of the James C. Schmitz Trust and 596 shares of restricted stock units.
- (4) The option becomes exercisable in 33 1/3 increments on February 17, 2010, February 17, 2011, and February 17, 2012 respectively. The option was approved at the Board of Directors' Meeting held February 17, 2009.

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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