

SCHMITZ JAMES C  
Form 4  
February 02, 2009

**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 \*  
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)  
01/30/2009

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                      |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Old Second Bancorp Inc. Common Stock | 01/30/2009                           | (1)  | S                              |   | 10,000  | D  | \$ 9.2335 284,796 D               |
| Old Second Bancorp Inc. Common Stock | 01/30/2009                           | (1)  | S                              |   | 10,000  | D  | \$ 9.1546 274,796 D               |

Old  
Second  
Bancorp  
Inc.  
Common  
Stock

01/30/2009 (1) S 10,000 D \$ 9 264,796 (2) D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. P Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  |                                |   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares                  |
|  |  |                                      |  | Code V (A) (D)                 |   |  |   |   |
| 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                      | \$ 32.59   |                                      |  |                                |   | 12/20/2005      12/21/2014                               | Common Stock  | 1,500                                       |

(Right to Buy)

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SCHMITZ JAMES C<br>37 S. RIVER ST.<br>AURORA, IL 60506 |               | X         |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ James C.<br>Schmitz            | 01/30/2009 |
| **Signature of<br>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) Included in this total are 200 shares held in Mr. Schmitz' name alone and 264,596 shares held by James Schmitz as Trustee of the James C. Schmitz Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.