

ROSE RICHARD G
Form 5
February 12, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ROSE RICHARD G

2. Issuer Name and Ticker or Trading Symbol
HAWTHORN BANCSHARES, INC. [HWBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

127 LAVINIA STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

JEFFERSON CITY, MO 65109

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | Â | Â | Â | Â Â Â | 911.039 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â Â Â | 4,163.2994 ⁽¹⁾ | I | Profit Sharing Trust |

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.

SEC 2270 (9-02)

Edgar Filing: ROSE RICHARD G - Form 5

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 16.33 | Â | Â | Â | Â | Â | 12/04/2001 | 12/04/2010 | Common Stock | 2,793 |
| Employee Stock Option (right to buy) | \$ 18.67 | Â | Â | Â | Â | Â | 02/14/2003 | 02/14/2012 | Common Stock | 2,541 |
| Employee Stock Option (right to buy) | \$ 26.57 | Â | Â | Â | Â | Â | 03/03/2004 | 03/03/2013 | Common Stock | 1,804 |
| Employee Stock Option (right to buy) | \$ 35.25 | Â | Â | Â | Â | Â | 02/19/2005 | 02/19/2014 | Common Stock | 1,428 |
| Employee Stock Option (right to buy) | \$ 28.45 | Â | Â | Â | Â | Â | 04/21/2006 | 04/21/2015 | Common Stock | 1,804 |
| Employee Stock Option (right to buy) | \$ 29.95 | Â | Â | Â | Â | Â | 03/03/2007 | 03/03/2016 | Common Stock | 1,765 |
| | \$ 33.5 | Â | Â | Â | Â | Â | 04/27/2008 | 04/27/2017 | | 1,736 |

| | | | | | | | | | | | |
|--|----------|---|---|---|---|---|------------|------------|--|-----------------|-------|
| Employee Stock Option (right to buy) | | | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 21.01 | ^ | ^ | ^ | ^ | ^ | 09/22/2009 | 09/22/2018 | | Common Stock | 1,436 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSE RICHARD G 127 LAVINIA STREET JEFFERSON CITY, MO 65109 | ^ | ^ | ^ Chief Financial Officer | ^ |

Signatures

/s/ Richard G.
Rose

02/12/2010

**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) Includes shares acquired since last report from the Company's July 1, 2009 4% stock dividend.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.