

OLD SECOND BANCORP INC

Form 4

December 22, 2004

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 *
MEYER WILLIAM J

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)

C/O WILLIAM F. MEYER
CO., 1855 W. NEW YORK ST.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2004

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

AURORA, IL 60505

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

(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	(D)	Price
Old Second Bancorp Inc. Common Stock					65,368 ⁽¹⁾	D	
Old Second Bancorp Inc. Common Stock					2,452	D	
					666	I	

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Old Second
Bancorp
Inc.
Common
Stock

Held in
spouse
IRA

Old Second
Bancorp
Inc.
Common
Stock

532

I

Held in
nominee
name for
spouse

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

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (Right to Buy	\$ 32.59	12/21/2004		A		1,500	12/21/2005 12/21/2014	Common Stock 1,500 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYER WILLIAM J C/O WILLIAM F. MEYER CO. 1855 W. NEW YORK ST. AURORA, IL 60505	X			

Signatures

/s/ William J.

Meyer

12/21/2004

__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) Of this total, 15,198 shares are held in Trust and 50,170 shares are held in Mr. Meyer's name alone.

(2) The option becomes exercisable in 33-1/3% increments on December 21, 2005, December 21, 2006, and December 21, 2007 respectively.
The option was approved at the Board of Directors' meeting held December 21, 2004.

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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