MEYER WILLIAM J
Form 4
January 21, 2010

# 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 *
MEYER WILLIAM J

(Last) (First) (Middle)

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

(Street)

AURORA, IL 60505

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OLD SECOND BANCORP INC [OSBC]

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | (A) or (D) | Price | | | |
| Old Second Bancorp Inc. Common Stock | 01/19/2010 | (1) | A | | 1,200 (2) | A | (1) | 82,164 (3) | D | |
| Old Second Bancorp Inc. Common Stock | | | | | | | | 2,452 | D | |
| | | | | | | | | 666 | I | |

| | | | |
|---|---|---|---|
| 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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**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 Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | $ 7.49 | | | | | | | 02/17/2010 | 02/17/2019 | Common Stock | 1,500 | |
| Employee Stock Option (Right to Buy) | $ 27.75 | | | | | | | 12/18/2008 | 12/18/2017 | Common Stock | 1,500 | |
| Employee Stock Option (Right to | $ 29.2 | | | | | | | 12/19/2007 | 12/19/2016 | Common Stock | 1,500 | |

| | | | | | |
|---|---|---|---|---|---|
| Buy) | | | | | |
| 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 |
| MEYER WILLIAM J<br>C/O WILLIAM F. MEYER CO.<br>1855 W. NEW YORK ST.<br>AURORA, IL 60505 | X | | | |

# Signatures

| | |
|---|---|
| /s/ William J. Meyer | 01/19/2010 |
| **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)** Does not apply.

**(2)** Represents restricted stock units granted under the Old Second Bancorp Inc. Equity Incentive Plan. Such shares vest in 2013.

**(3)** Included in this total are 20,198 shares held in trust; 60,170 shares held in Mr. Meyer's name alone and 1,796 shares of restricted stock units.

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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