MEYER WILLIAM J

Form 4

February 18, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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.		(M 02	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009					X Director 10% Owner Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
ALIDODA	File	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
AURORA, I							Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	3. Transaction Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) of (E) 4 and (A) or))	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)	
Old Second Bancorp Inc. Common Stock	02/17/2009	<u>(1)</u>		A	596 (2)	A	\$0	80,964 (3)	D		
Old Second Bancorp Inc. Common Stock								2,452	D		

666

I

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		9								
Old Secon Bancorp Inc. Common Stock	d							Held in spouse IRA		
Old Secon Bancorp Inc. Common Stock	ıd					532	I	Held in nominee name for spouse		
Reminder: R	eport on a sepa	rate line for each class	s of securities benefic	Persons informa required	s who respond tion containd to respond a currentl	indirectly. ond to the colle ned in this forn d unless the fo y valid OMB co	n are not rm	SEC 1474 (9-02)		
			ive Securities Acqui ats, calls, warrants, o				d			
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)	Code	5. Number on f Derivati Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ve Expiration Da (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	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 (4)	
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	
	\$ 31.34					12/20/2005	12/20/2015		1,500	

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Employee Common Stock Stock

Option (Right to Buy)

Employee

(Right to Buy)

Stock

Option \$ 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 C/O WILLIAM F. MEYER CO. 1855 W. NEW YORK ST. AURORA, IL 60505

X

Signatures

/s/ William J.

Meyer 02/17/2009

**Signature of Date Reporting Person

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 20,198 shares held in trust; 60,170 shares held in Mr. Meyer's name alone 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. 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.

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