

Sloan Rodney
Form 4
October 04, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sloan Rodney

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)
37 S. RIVER ST.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2010

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Risk Officer

AURORA, IL 60506

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Old Second Bancorp Inc. Common Stock	09/21/2010	(1)	A	10,000 (2)	A (1) 31,602 (3)	D	
Old Second Bancorp Inc. Common Stock	06/30/2010	(1)	A	31	A (1) 5,481 (4)	I	401(K)
Old Second Bancorp	06/30/2010	(1)	A	7	A (1) 1,331 (5)	I	Profit Sharing

Inc.
Common
Stock

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

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SEC 1474
(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 Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy	\$ 32.59					12/20/2005	12/21/2014	Common Stock	7,000
Employee Stock Option (Right to Buy	\$ 25.08					12/20/2005	12/16/2013	Common Stock	7,000 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sloan Rodney 37 S. RIVER ST. AURORA, IL 60506			Chief Risk Officer	

Signatures

/s/ Rodney
Sloan

09/30/2010

__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.
- (3) Included in this total are 3,405 shares held in Mr. Sloan's name alone; 1,946 shares of restricted stock; 26,141 shares of restricted stock units in Mr. Sloan's name and 110 shares in a brokerage account.
- (4) Of this total, 31 shares were allocated during the second quarter pursuant to the Old Second Bancorp Inc. Salary Savings Plan. Information provided herein is based on information provided by the Plan Trustee as of 9-30-10.
- (5) Of this total, 7 shares were allocated during the second quarter pursuant to the Old Second Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 9-30-10.
- (6) Shares restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.

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.