

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 *
SKOGLUND WILLIAM B

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)

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

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

37 S. RIVER ST.

(Street)

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

AURORA, IL 60506

(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			Code V	Amount (D) Price	12,516	I	401-K Plan
Old Second Bancorp Inc. Common Stock					41,443	I	Profit Sharing Plan
Old Second Bancorp					532	D	

Inc.
Common
Stock

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy	\$ 32.59	12/21/2004		A		32,000		12/21/2005	12/21/2014	Common Stock	32,000 (1)
Employee Stock Option (Right to Buy)	\$ 25.07 (2)							12/16/2004	12/16/2013	Common Stock	32,000 (2)
Employee Stock Option (Right to Buy)	\$ 18.8 (2)							12/17/2003	12/17/2012	Common Stock	32,000 (2)
Employee Stock Option (Right to Buy	\$ 14.71 (3)							12/18/2002	12/18/2011	Common Stock	32,000 (3)
Employee Stock Option (Right to	\$ 8.91 (3)							12/19/2001	12/19/2010	Common Stock	26,666 (3)

Buy					
Employee					
Stock	\$ 10.45				
Option	(3)	12/14/2000	12/14/2009	Common	22,666
(Right to				Stock	(3)
Buy					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKOGLUND WILLIAM B 37 S. RIVER ST. AURORA, IL 60506	X		CEO	

Signatures

/s/ William
Skoglund 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) 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.
- (2) Restated for 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (3) Restated for 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 and 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.