

BONIFAS EDWARD  
Form 4  
November 12, 2009

**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 \*  
BONIFAS EDWARD

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)  
11/10/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Old Second Bancorp Inc. Common Stock	11/10/2009	<u>(1)</u>	P		710 A \$ 5.98	21,336	D
Old Second Bancorp Inc. Common Stock	11/10/2009	<u>(1)</u>	P		390 A \$ 5.989	21,726	D
Old Second Bancorp	11/10/2009	<u>(1)</u>	P		100 A \$ 5.99	21,826	D

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Inc.  
Common  
Stock

Old Second  
Bancorp

Inc. 11/10/2009 (1) P 300 A \$ 6.1 22,126 D  
Common  
Stock

Old Second  
Bancorp

Inc. 11/10/2009 (1) P 200 A \$ 5.99 22,326 D  
Common  
Stock

Old Second  
Bancorp

Inc. 11/10/2009 (1) P 195 A \$ 6.089 22,521 D  
Common  
Stock

Old Second  
Bancorp

Inc. 11/10/2009 (1) P 3,105 A \$ 6.09 25,626 (2) D  
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)	8. Puts, Calls, Warrants, or Other Derivative Securities (Instr. 3)
	\$ 7.49			Code V	(A) (D)	Date Exercisable: 02/17/2010 Expiration Date: 02/17/2019	Title: 1,500	Amount or Number of Shares: 1,500

Employee Stock Option (Right to Buy				Common Stock	
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
Employee Stock Option (Right to Buy	\$ 31.34	12/20/2005	12/21/2015	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
BONIFAS EDWARD 37 S. RIVER ST. AURORA, IL 60506	X			

## Signatures

/s/ Edward  
Bonifas 11/10/2009

\*\*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) Included in this total are 266 shares are held in Mr. Bonifas' name outright, 596 shares of restricted stock units and 24,764 shares held in a brokerage account.

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