

CHEATHAM J DOUGLAS
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

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

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 *
CHEATHAM J DOUGLAS

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)
12/31/2004

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

AURORA, IL 60506

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Old Second Bancorp Inc. Common Stock	12/31/2004		J		96 A (1) 2,378	I	401(k) Plan
Old Second Bancorp Inc. Common Stock	12/31/2004		J		8 A (2) 2,037	I	Pr. Sh. Plan
Old Second Bancorp					1,400	D	

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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.59					12/21/2005 12/21/2014	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 25.08 <u>(5)</u>					12/16/2004 12/16/2013	Common Stock	12,000 <u>(3)</u>
Employee Stock Option (Right to Buy)	\$ 18.81 <u>(5)</u>					12/17/2003 12/17/2012	Common Stock	12,000 <u>(3)</u>
Employee Stock Option (Right to Buy)	\$ 14.74 <u>(5)</u>					12/19/2002 12/19/2011	Common Stock	10,668 <u>(4)</u>
Employee Stock	\$ 10.46 <u>(5)</u>					12/14/2000 12/14/2009	Common Stock	6,666 <u>(4)</u>

Option
(Right to
Buy

Employee
Stock

Option \$ 8.91 ⁽⁵⁾
(Right to
Buy

12/18/2001 12/18/2010 Common Stock 12,000 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEATHAM J DOUGLAS 37 S. RIVER ST. AURORA, IL 60506	X		CFO	

Signatures

/s/ J. Douglas
Cheatham 12/31/2004

 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) Of this total, 96 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp, Inc. Salary Savings Plan and Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-04.
- (2) Of this total, 8 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp, Inc. Employees Profit Sharing Plan and Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-04.
- (3) Shares restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04. Also, the amount of shares decreased due to a rounding issue.
- (4) Shares restated for a 4 for 3 stock split effected in the form of a stock dividend payable 6-24-04 and restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (5) Conversion price restated due to rounding issue.

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.