

CHEATHAM J DOUGLAS
Form 4
December 30, 2005

FORM 4

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

OMB APPROVAL

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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)
12/30/2005

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 | 12/30/2005 | (1) | J | | 30 A (2) 2,774 (2) | I | 401(k) Plan |
| Old Second Bancorp Inc. Common Stock | 12/30/2005 | (1) | J | | 10 A (3) 2,257 (3) | 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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(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. Fair Market Value 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) | \$ 31.34 | | | | | 12/20/2005 | 12/21/2015 | Common Stock | 12,000 |
| Employee Stock Option (Right to Buy) | \$ 32.59 | | | | | 12/20/2005 | 12/21/2014 | Common Stock | 12,000 |
| Employee Stock Option (Right to Buy) | \$ 25.08 | | | | | 12/20/2005 | 12/16/2013 | Common Stock | 12,000 ⁽⁴⁾ |
| Employee Stock Option (Right to Buy) | \$ 18.81 | | | | | 12/20/2005 | 12/17/2012 | Common Stock | 12,000 ⁽⁴⁾ |
| Employee Stock | \$ 14.74 | | | | | 12/20/2005 | 12/19/2011 | Common Stock | 10,666 ⁽⁵⁾ |

Option
(Right to
Buy

Employee
Stock

Option \$ 10.46
(Right to
Buy

12/20/2005 12/14/2009 Common Stock 6,666
(5)

Employee
Stock

Option \$ 8.91
(Right to
Buy

12/20/2005 12/18/2010 Common Stock 12,000
(5)

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 12/30/2005

 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) Of this total, 30 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp Inc. Salary Savings Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-30-05.
- (3) Of this total, 10 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp Inc. Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-30-05.
- (4) Shares restated for a 2 for 1 stock split effected in the form of a stock dividend and payable 7-28-04.
- (5) Shares restated for a 4 for 3 stock split effected in the form of a stock dividend and payable 6-24-02 and restated for a 2 for 1 stock split effected in the form of a stock dividend and 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.