

BONIFAS EDWARD
Form 4
March 04, 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)
03/03/2009

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 (D) Price | | | |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | (1) | P | 100 | A \$ 5.5 | 15,726 | D | |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | (1) | P | 100 | A \$ 5.51 | 15,826 | D | |
| Old Second Bancorp | 03/03/2009 | (1) | P | 100 | A \$ 5.55 | 15,926 | D | |

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| | | | | | | | | | |
|--|------------|------------|---|-------|---|------------|-------------------|--|---|
| Inc. Common Stock | | | | | | | | | |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 570 | A | \$ 5.56 | 16,496 | | D |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 100 | A | \$ 5.66 | 16,596 | | D |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 521 | A | \$ 5.7 | 17,117 | | D |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 1,700 | A | \$ 5.8 | 18,817 | | D |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 300 | A | \$ 5.55 | 19,117 | | D |
| Old Second Bancorp Inc. Common Stock | 03/03/2009 | <u>(1)</u> | P | 1,509 | A | \$ 5.82 | 20,626 <u>(2)</u> | | D |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|

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| Security | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|----------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|
| | | | | | | | | | | |
| Employee Stock Option (Right to Buy | \$ 7.49 | | | | | | 02/17/2010 | 02/17/2019 | Common Stock | 1,500 |
| 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

03/03/2009

__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 19,764 shares held in a brokerage account.

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.