

HAWTHORN BANCSHARES, INC.
 Form 4
 September 25, 2008

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 *
 SMITH JAMES E/MO

2. Issuer Name and Ticker or Trading Symbol
 HAWTHORN BANCSHARES, INC. [HWBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 517 SOUTH SECOND STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2008

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

CLINTON, MO 64735

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 20,973.2124 | D ⁽¹⁾ | |
| Common Stock | | | | | 200 | I | Shares Held in IRA |
| Common Stock | | | | | 400 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 16.33 | | | | | 12/04/2001 12/04/2010 | Common Stock | 7,959 |
| Employee Stock Option (right to buy) | \$ 18.67 | | | | | 02/14/2003 02/14/2012 | Common Stock | 7,500 |
| Employee Stock Option (right to buy) | \$ 26.57 | | | | | 03/03/2004 03/03/2013 | Common Stock | 8,323 |
| Employee Stock Option (right to buy) | \$ 35.25 | | | | | 02/19/2005 02/19/2014 | Common Stock | 7,376 |
| Employee Stock Option (right to buy) | \$ 28.45 | | | | | 04/21/2006 04/21/2015 | Common Stock | 9,561 |
| Employee Stock Option (right to buy) | \$ 29.95 | | | | | 03/03/2007 03/03/2016 | Common Stock | 9,516 |

| | | | | | | | | | |
|--|----------|------------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 33.5 | | | | | 04/27/2008 | 04/27/2017 | Common Stock | 9,656 |
| Employee Stock Option (right to buy) | \$ 21.01 | 09/22/2008 | 09/22/2008 | A | 9,519 | 09/22/2008 ⁽²⁾ | 09/22/2018 | Common Stock | 9,519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH JAMES E/MO 517 SOUTH SECOND STREET CLINTON, MO 64735 | X | | Chairman & CEO | |

Signatures

/s/ James E. Smith, by Kathleen L. Bruegenhemke
P.O.A. 09/24/2008

__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) Includes shares acquired since last report pursuant to Company DRIP program.

(2) All options are non-qualified and vest immediately upon grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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