

ROSE RICHARD G  
Form 5  
February 13, 2009

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
ROSE RICHARD G

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

127 LAVINIA STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

JEFFERSON CITY, MO 65109

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â Â Â	876 <sup>(1)</sup>	D	Â
Common Stock	Â	Â	Â	Â Â Â	2,863.676 <sub>(2)</sub>	I	Profit Sharing Trust

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 displays a currently valid OMB control number.**

SEC 2270 (9-02)

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**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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.33	Â	Â	Â	Â	Â	12/04/2001	12/04/2010	Common Stock	2,793
Employee Stock Option (right to buy)	\$ 18.67	Â	Â	Â	Â	Â	02/14/2003	02/14/2012	Common Stock	2,541
Employee Stock Option (right to buy)	\$ 26.57	Â	Â	Â	Â	Â	03/03/2004	03/03/2013	Common Stock	1,804
Employee Stock Option (right to buy)	\$ 35.25	Â	Â	Â	Â	Â	02/19/2005	02/19/2014	Common Stock	1,428
Employee Stock Option (right to buy)	\$ 28.45	Â	Â	Â	Â	Â	04/21/2006	04/21/2015	Common Stock	1,804
Employee Stock Option (right to buy)	\$ 29.95	Â	Â	Â	Â	Â	03/03/2007	03/03/2016	Common Stock	1,765
	\$ 33.5	Â	Â	Â	Â	Â	04/27/2008	04/27/2017		1,736

