

BRUEGENHEMKE KATHLEEN L  
 Form 4  
 December 15, 2011

**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 \*  
 BRUEGENHEMKE KATHLEEN L

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)  
 5859 ROCKY POINT COURT  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

COLUMBIA, MO 65202

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 2,690   | I  | Retirement Account                                    |
| Common Stock                    |                                      |  |                                |   | 22,612.3123   | I  | Profit Sharing Trust                                  |
| Common Stock                    | 12/15/2011                           | 12/15/2011   | P                              | 2,000 A   | \$ 3,427.223  | D  |   |

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

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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) | 8. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 17.26   |                                      |  |                                |   | 02/14/2003   | 02/14/2012  | Common Stock                  | 2,203                      |
| Employee Stock Option (right to buy)       | \$ 24.57   |                                      |  |                                |   | 03/03/2004   | 03/03/2013  | Common Stock                  | 1,579                      |
| Employee Stock Option (right to buy)       | \$ 32.59   |                                      |  |                                |   | 02/19/2005   | 02/19/2014  | Common Stock                  | 1,220                      |
| Employee Stock Option (right to buy)       | \$ 26.3  |                                      |  |                                |   | 04/21/2006   | 04/21/2015  | Common Stock                  | 1,583                      |
| Employee Stock Option (right to buy)       | \$ 27.69   |                                      |  |                                |   | 03/03/2007   | 03/03/2016  | Common Stock                  | 1,553                      |
| Employee Stock Option                      | \$ 30.97   |                                      |  |                                |   | 04/27/2008   | 04/27/2017  | Common Stock                  | 1,614                      |

(right to buy)

Employee Stock

Option \$ 19.42

(right to buy)

09/22/2009 09/22/2018 Common Stock 1,338

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BRUEGENHEMKE KATHLEEN L<br>5859 ROCKY POINT COURT<br>COLUMBIA, MO 65202 |               |           | Senior Vice President |       |

## Signatures

/s/ Kathleen L. Bruegenhemke 12/15/2011

\*\*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).

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.