

OLD SECOND BANCORP INC
 Form 4
 December 22, 2004

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 *
 SKOGLUND WILLIAM B

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)
 12/21/2004

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

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 Beneficial Ownership (Instr. 4)
Old Second Bancorp Inc. Common Stock				(A) or (D)	Amount (D) Price		
						I	401-K Plan
Old Second Bancorp Inc. Common Stock					41,443	I	Profit Sharing Plan
Old Second Bancorp					532	D	

Inc.
Common
Stock

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.59	12/21/2004		A	32,000	12/21/2005 12/21/2014	Common Stock 32,000 ⁽¹⁾
Employee Stock Option (Right to Buy)	\$ 25.07 ⁽²⁾					12/16/2004 12/16/2013	Common Stock 32,000 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 18.8 ⁽²⁾					12/17/2003 12/17/2012	Common Stock 32,000 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 14.71 ⁽³⁾					12/18/2002 12/18/2011	Common Stock 32,000 ⁽³⁾
Employee Stock Option (Right to Buy)	\$ 8.91 ⁽³⁾					12/19/2001 12/19/2010	Common Stock 26,666 ⁽³⁾

Buy

Employee

Stock

Option

(Right to

Buy

\$ 10.45

(3)

12/14/2000 12/14/2009

Common
Stock

22,666
(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKOGLUND WILLIAM B 37 S. RIVER ST. AURORA, IL 60506	X		CEO	

Signatures

/s/ William
Skoglund

12/21/2004

__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) The option becomes exercisable in 33-1/3% increments on December 21,2005, December 21, 2006 and December 21, 2007 respectively. The option was approved at the Board of Directors' Meeting held December 21, 2004.
- (2) Restated for 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (3) Restated for 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 and restated for a 2 for 1 stock split effected in the form of a stock dividend 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.

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