

OLD SECOND BANCORP INC
Form 4
May 20, 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 *
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)
05/19/2008

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 Price		
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P		100 A \$ 20.42	11,130 <u>(2)</u>	D
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P		400 A \$ 20.46	11,530 <u>(2)</u>	D
Old Second Bancorp	05/19/2008	<u>(1)</u>	P		100 A \$ 20.47	11,630 <u>(2)</u>	D

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Inc. Common Stock									
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P	100	A	\$ 20.49	11,730 <u>(2)</u>	D	
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P	500	A	\$ 20.5	12,230 <u>(2)</u>	D	
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P	300	A	\$ 20.51	12,530 <u>(2)</u>	D	
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P	400	A	\$ 20.52	12,930 <u>(2)</u>	D	
Old Second Bancorp Inc. Common Stock	05/19/2008	<u>(1)</u>	P	100	A	\$ 20.55	13,030 <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 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 Der Sec (Ins
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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V (A) (D)				
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

05/19/2008

**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) Does not apply.
- (2) On 5-19-08, 2,000 shares were purchased in various increments at various prices, included in the overall total are 266 shares held outright and the remaining shares are held in a Schwab account.

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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