

OLD SECOND BANCORP INC
Form 4
June 04, 2015

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 *
CHEATHAM J DOUGLAS

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)
06/03/2015

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

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 (A) or (D) Price | | |
| Old Second Bancorp, Inc. Common Stock | 06/03/2015 | | S | | 100 D \$ 6.28 | 61,423 (1) | D |
| Old Second Bancorp, Inc. Common Stock | 06/03/2015 | | S | | 1,000 D \$ 6.22 | 61,523 | D |
| Old Second Bancorp, | 06/03/2015 | | S | | 1,000 D \$ 6.19 | 62,523 | D |

| | | | | | | |
|---|--|--------|---|--|---------------------------|--|
| Inc. Common Stock | | | | | | |
| Old Second Bancorp, Inc. Common Stock | | 62,386 | D | | | |
| Old Second Bancorp, Inc. Common Stock | | 38,736 | I | | 401(k) | |
| Old Second Bancorp, Inc. Common Stock | | 4,192 | I | | Profit Sharing Plan | |

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options | \$ 27.75 | | | | | 12/18/2008 | 12/18/2017 | Common Stock | 15,000 |
| Employee Stock Options | \$ 29.2 | | | | | 12/19/2007 | 12/19/2016 | common stock | 12,000 |
| Employee Stock Options | \$ 31.34 | | | | | 12/20/2005 | 12/21/2015 | common stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHEATHAM J DOUGLAS 37 S. RIVER ST. AURORA, IL 60506 | X | | CFO | |

Signatures

/s/ J. Douglas
Cheatham

06/03/2015

**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) Included in this total are 13,523 shares outright; 46,500 shares of restricted stock units in Mr. Cheatham's name alone and 1,400 shares are held in a brokerage account in Mr. Cheatham's name.

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