

Eccher James
Form 4
February 19, 2009

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 *
Eccher James

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)
02/17/2009

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Old Second Bancorp Inc. Common Stock | 02/17/2009 | (1) | J | | 12,906 (2) | A | (1) |
| Old Second Bancorp Inc. Common Stock | | | | | 6,025 | I | 401-K Plan |
| Old Second Bancorp | | | | | 1,890 | I | Profit Sharing |

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Inc.
Common
Stock

Plan

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 27.75 | | | | | 12/18/2008 12/18/2017 | Common Stock | 20,000 | |
| Employee Stock Option (Right to Buy) | \$ 29.2 | | | | | 12/19/2007 12/19/2016 | Common Stock | 12,000 | |
| Employee Stock Option (Right to Buy) | \$ 31.34 | | | | | 12/20/2005 12/20/2015 | Common Stock | 12,000 | |
| Employee Stock Option (Right to Buy) | \$ 32.59 | | | | | 12/20/2005 12/21/2014 | Common Stock | 12,000 | |
| Employee Stock | \$ 25.08 | | | | | 12/20/2005 12/16/2013 | Common Stock | 8,000 ⁽⁴⁾ | |

| | | | | | | |
|--|----------|------------|------------|-----------------|-------|------------|
| Option (Right to Buy) | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 18.81 | 12/20/2005 | 12/17/2012 | Common Stock | 7,000 | <u>(4)</u> |
| Employee Stock Option (Right to Buy) | \$ 14.74 | 12/20/2005 | 12/18/2011 | Common Stock | 6,666 | <u>(5)</u> |
| Employee Stock Option (Right to Buy) | \$ 8.91 | 12/20/2005 | 12/19/2010 | Common Stock | 5,334 | <u>(5)</u> |
| Employee Stock Option (Right to Buy) | \$ 10.46 | 12/20/2005 | 12/14/2009 | Common Stock | 4,800 | <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Eccher James 37 S. RIVER ST. AURORA, IL 60506 | X | | CEO | |

Signatures

/s/ James Eccher 02/17/2009
 **Signature of Date
 Reporting Person

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) Represents restricted stock granted under the Old Second Bancorp Inc. 2008 Equity Incentive Plan.
- (3) Included in this total are 488 shares held in Mr. Ecchers' name alone; 12,906 shares of restricted stock in the name of Jim Eccher, and 2,000 shares held in the name of James Eccher in a brokerage account.
- (4) Restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.

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- (5) Restated for a 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. 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.