

Ladowicz John  
Form 4  
December 31, 2009

**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 \*  
Ladowicz John

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)  
12/31/2009

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

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                      |                                      |                                                    |                                | (A) or (D) Code V                                                 | Amount                                                                                        | (D) Price                                                |                                            |
| Old Second Bancorp Inc. Common Stock | 12/31/2009                           | <u>(1)</u>                                         | J                              | 431 A                                                             | <u>(1)</u> 268,152 <u>(2)</u>                                                                 | I                                                        | 401 (k)                                    |
| Old Second Bancorp Inc. Common Stock |                                      |                                                    |                                |                                                                   | 21,450                                                                                        | I                                                        | Co-trustee with spouse                     |
| Old Second Bancorp                   |                                      |                                                    |                                |                                                                   | 21,450                                                                                        | I                                                        | Co-trustee with spouse                     |

Inc.  
Common  
Stock  
  
Old Second  
Bancorp  
Inc.  
Common  
Stock

946 <sup>(3)</sup> D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Sec (Ins |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title             | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V (A) (D)                                                     |                   |                            |
| Employee Stock Option (right to buy)       | \$ 7.49                                                |                                      |                                                    |                                |                                                                                         | 02/17/2010 02/17/2019                                    | Common stock                                                  | 1,500             |                            |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |          |       |
|------------------------------------------------------|---------------|-----------|----------|-------|
|                                                      | Director      | 10% Owner | Officer  | Other |
| Ladowicz John<br>37 S. RIVER ST.<br>AURORA, IL 60506 |               |           | Director |       |

## Signatures

/s/ John  
Ladowicz

12/31/2009

\_\_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) Of this total, 431 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp Inc. Salary & Savings Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-09.
  - (3) Included in this total are 350 shares in Mr. Ladowicz' name outright and 596 shares of restricted stock units.

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.