

OLD SECOND BANCORP INC  
Form 4  
December 22, 2004

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALEXANDER WALTER

(Last) (First) (Middle)

C/O ALEXANDER LUMBER  
CO., 515 REDWOOD DR

(Street)

AURORA, IL 60506

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
OLD SECOND BANCORP INC  
[OSBC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                  |                                         |                                                             |                          | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                                  |                                         |                                                             |                          | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Old Second<br>Bancorp<br>Inc.<br>Common<br>Stock |                                         |                                                             |                          |                                                                            | 103,424 <sup>(1)</sup>                                                                                             | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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**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 |
| Old Second Bancorp Inc. Phantom Stock      | (2)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (2)                                                           | (2)             | Common Stock | (2)                        |
| Employee Stock Option (Right to Buy        | \$ 32.59                                               | 12/21/2004                           |                                                    | A                              |                                                                                         | 1,500                                                    |     | 12/21/2005                                                    | 12/21/2014      | Common Stock | 1,500 (4)                  |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |         |       |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                    | Director      | 10% Owner | Officer | Other |
| ALEXANDER WALTER<br>C/O ALEXANDER LUMBER CO.<br>515 REDWOOD DR<br>AURORA, IL 60506 | X             |           |         |       |

## Signatures

/s/ Walter Alexander 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) Included in this total are 51,712 shares, which represent a 2 for 1 stock split effected in the form of a stock dividend and payable 7-28-04.

(2) Does not apply.

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- (3) Included in this total are 2,079 shares of Old Second Bancorp Inc. stock which represent a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04, and 6 shares which are due to rounding issue by the plan administrator.
- (4) 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.

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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