SKOGLUND WILLIAM B

Form 4

February 18, 2003

FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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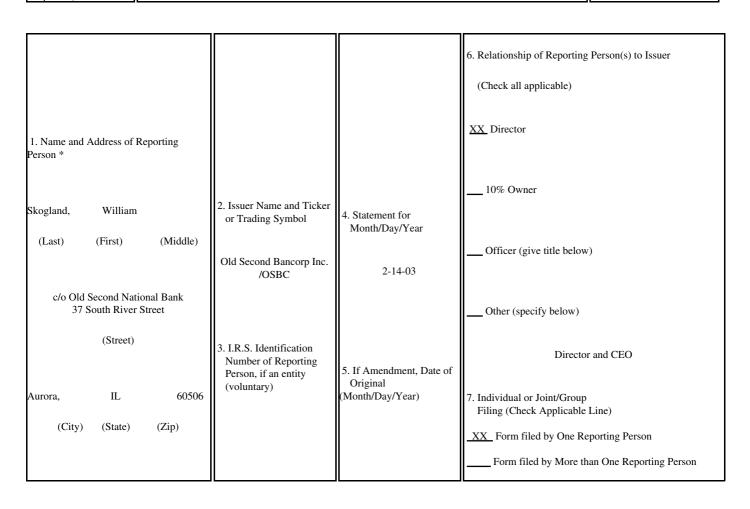


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)		4. Securities Acquired (A) or Disposed of (D)	Owned Following	or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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Old Second Bancorp Inc. Common Stock			Code		Amouni	(A) or (D)	Prive			
Common Stock			Code	v	Amount	(A) of (D)	FIRE	6,064	I	401-(k) Plan
Common Stock								*20,079	I	Profit Sharing Plan
Common Stock	2-14-03	M			2,201	A	\$15.33			
Common Stock	2-14-03	М			8,800	A	\$23.69			
Common Stock	2-14-03	D			11,001	D	\$37.50	266	D	

^{*} For the last option filing of 2-03-03, this number was inadvertently typed as 10,079 and should have been 20,079.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of		Transaction	3A. Deemed Execution	Code (Instr. 3, 4		6. Date Exercisable and Expiration Date				8. Price of		10. Ownership Form of Derivative Securities: Direct (D)	11 of		
	Price of Derivative Security	(Month/Day/	Date, if any (Month/Day/ Year)	Code	V	<u>(A</u>)	(D)	Date Exercisable	Expiration Date	Title		Derivative Security (Instr. 5)	Reported Transaction(s) (Instr. 4)	(I)	Be Oʻ (Iı
Old Second Bancorp Inc. Phantom Stock													1,375	D	
Employee Stock Option															
Right to buy	\$15.33	2-14-03	М				2,201	12-10-97	12-10-06	Common St.	2,201*		0	D	
"	\$22.69	2-14-03	М				8,800	12-10-96	12-10-07	Common St.	8,800*		0	D	
								То	tal-11,001 D	isposition					L
Remaining Options															
Right to buy															
"	\$37.61							12-17-03	12-17-12	Common St.	16,000		16,000	D	ľ
"	\$29.42-Restated							12-18-02	12-18-11	Common St.	16,000		16,000	D	ſ
"	\$17.82-Restated							12-19-01	12-19-10		13,333		13,333	D	ſ
"	\$20.91-Restated							12-14-00		Common St.			11,333	D	
"	\$19.50-Restated							12-10-99	12-8-08	Common St.	10,666		10,666	D	
								Total F	Total Remaining Options-67,332						

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Explanation of Responses:	
* Options adjusted for 5 for 4 stock split effected 6-17-96, 2 for 1 split effected	5-17-99 and 4 for 3 split, effected 6-24-02.
/s/ William Skogland	2-14-03
** Signature of Reporting Person	Date
Reminder: Report on a separate line for each class of securities beneficially own	ned directly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).	
** Intentional misstatements or omissions of facts constitute Federal Criminal V See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	Violations.
Note: File three copies of this Form, one of which must be manually signed. If	space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	