

OLD SECOND BANCORP INC
Form 4
June 30, 2014

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 *
PALMER GERALD

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)
04/28/2014

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Old Second Bancorp, Inc. Common Stock	06/17/2014		A		2,500 ⁽³⁾	A	\$ 4.82 54,689 ⁽¹⁾ D
OSBI Fixed Rate Cumulative Preferred Stock-Ser B	04/28/2014		S		567 ⁽⁴⁾	D	\$ 947.5 0 I Trust
Old Second Bancorp Inc.							47,727 ⁽²⁾ I Spouse's Trust

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Common
Stock

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)	8. Price or Amount of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Old Second Bancorp Inc. Stock Options	\$ 7.49					02/17/2010	02/17/2019	Common Stock	1,500
Old Second Bancorp Inc. Stock Options	\$ 27.75					12/18/2008	12/18/2017	Common Stock	1,500
Old Second Bancorp Inc. Stock Options	\$ 29.2					12/17/2007	12/19/2016	Common Stock	1,500
Old Second Bancorp Inc.	\$ 31.34					12/20/2005	12/20/2015	Common Stock	1,500

Stock
Options
Old
Second
Bancorp Inc. \$ 32.59 12/20/2005 12/21/2014 Common Stock 1,500
Stock
Options

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER GERALD 37 S. RIVER ST. AURORA, IL 60506		X		

Signatures

/s/ Gerald Palmer 06/17/2014

__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 4,462 shares in Mr. Palmer's name alone; 47,727 shares in Mr. Palmer's name as Trustee and 2,500 shares of restricted stock units in Mr. Palmer's name.
- (2) These shares are held in a brokerage account on behalf of Mr. Palmer's spouse's Trust account.
- (3) These shares represent a Restricted Stock Units grant pursuant to Old Second Bancorp, Inc. 2014 Equity Incentive Plan.
- (4) In connection with its public offering of common stock, the Company was required to repurchase the Old Second Fixed Rate Cumulative Perpetual Preferred Stock Series B from its directors on 04-28-14.

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.