

Eccher James  
Form 4  
March 09, 2011

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2011

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

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                      |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Old Second Bancorp Inc. Common Stock | 02/15/2011                           |  | A                              |   | 35,330  | A  | 11 75,724                         |
| Old Second Bancorp Inc. Common Stock |                                      |  |                                |   | 6,245   | I  | 401-k                             |
| Old Second Bancorp                   |                                      |  |                                |   | 1,960   | 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                      | \$ 27.75   |                                      |  |                                |   | 12/18/2008   | 12/18/2017  | Common Stock                  | 20,000                     |
| Employee Stock Option                      | \$ 29.2  |                                      |  |                                |   | 12/19/2007   | 12/19/2016  | Common Stock                  | 12,000                     |
| Employee Stock Option                      | \$ 31.34   |                                      |  |                                |   | 12/20/2005   | 12/20/2015  | Common Stock                  | 12,000                     |
| Employee Stock Option                      | \$ 32.59   |                                      |  |                                |   | 12/20/2005   | 12/21/2014  | Common Stock                  | 12,000                     |
| Employee Stock Option                      | \$ 25.08   |                                      |  |                                |   | 12/20/2005   | 12/16/2013  | Comon Stock                   | 8,000<br>(2)               |
| Employee Stock Option                      | \$ 18.81   |                                      |  |                                |   | 12/20/2005   | 12/17/2012  | Common Stock                  | 7,000<br>(2)               |
| Employee Stock Option                      | \$ 14.74   |                                      |  |                                |   | 12/20/2005   | 12/18/2011  | Common Stock                  | 6,666<br>(3)               |

## Reporting Owners

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

## Signatures

/s/ James Eccher                      03/09/2011

\_\_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) Represents restricted stock units granted under the Old Second Bancorp Inc. Equity Incentive Plan.
- (2) Shares restated for a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (3) Shares 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.