

Sloan Rodney  
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 \*  
Sloan Rodney

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)  
Chief Risk Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Old Second Bancorp Inc. Common Stock	12/31/2009	<u>(1)</u>	J	9	A <u>(1)</u> 5,435 <u>(2)</u>	I	401(K)
Old Second Bancorp Inc. Common Stock	12/31/2009	<u>(1)</u>	J	2	A <u>(1)</u> 1,320 <u>(3)</u>	I	Profit Sharing
Old Second Bancorp					11,602 <u>(4)</u>	D	

Inc.  
Common  
Stock

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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.59					12/20/2005	12/21/2014	Common Stock	7,000
Employee Stock Option (Right to Buy)	\$ 25.08					12/20/2005	12/16/2013	Common Stock	7,000 (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sloan Rodney 37 S. RIVER ST. AURORA, IL 60506			Chief Risk Officer	

## Signatures

/s/ Rodney  
Sloan

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, 9 shares were allocated during the fourth quarter pursuant to the Old Second Bancorp Inc. Salary and Savings Plan. Information provided herein is based on information provided by the Plan Trustee as of 12-31-09.
- (3) Of this total, 2 shares were allocated during the fourth quarter pursuant to the Old Second Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 12-31-09.
- (4) Included in this total are 1,658 shares held in Mr. Sloan's name alone; 3,693 shares of restricted stock; 6,141 shares of restricted stock units in Mr. Sloan's name and 110 shares in a brokerage account. As a result of an inadvertent mistake, 442 shares, which represent vesting of restricted stock, were taken off of the total of 12,044 shares, thus reducing the amount to 11,602 shares.
- (5) Shares 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.