

OLD SECOND BANCORP INC  
Form 4  
March 06, 2015

**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)  
**03/06/2015**

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 Ownership (Instr. 4) |                  |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|                                       |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |                  |
| Old Second Bancorp, Inc. Common Stock | 03/06/2015                           |  | A                              |   | 2,500   | A  | (3) 57,189 (1)                    | D                |
| Old Second Bancorp, Inc. Common Stock |                                      |  |                                |   |   |  | 54,689                            | D                |
| Old Second Bancorp                    |                                      |  |                                |   |   |  | 47,727 (2)                        | I Spouse's Trust |

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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. Price of Underlying 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                         | \$ 31.34   |                                      |  |                                |   | 12/20/2005   | 12/20/2015  | Common Stock                                     | 1,500                      |

Inc.  
 Stock  
 Options

## Reporting Owners

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

## Signatures

/s/ Gerald  
 Palmer 03/06/2015

\_\_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 52,189 shares in Mr. Palmer's name as Trustee and 5,000 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. 2015 Equity Incentive Plan.

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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