

OLD SECOND BANCORP INC
 Form 4
 December 22, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
BONIFAS EDWARD

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)
12/21/2004

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)
Old Second Bancorp Inc. Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
					8,396 ⁽¹⁾	D	
					3,200 ⁽²⁾	I	Beneficially owned by FADS in which Mr. Bonifas has limited

partnership
interest

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.59	12/21/2004		A	1,500	12/21/2005 12/21/2014	Common Stock 1,500 ⁽³⁾

Reporting Owners

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

Signatures

/s/ Edward Bonifas 12/21/2004

**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).

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- (1) Included in this total are shares representing a 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 and shares representing a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
Shares beneficially owned by FADS partnership in which Mr. Bonifas has a 19.8% limited partnership interest in such limited partnership
- (2) and included in this total are shares representing a 4 for 3 stock split effected in the form of a stock dividend payable 6-24-02 and shares representing a 2 for 1 stock split effected in the form of a stock dividend payable 7-28-04.
- (3) The option becomes exercisable in 33-1/3% increments on December 21,2005, December 21, 2006 and December 21, 2007 respectively.
The option was approved at the Board of Directors' Meeting held December 21, 2004.

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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