

OLD SECOND BANCORP INC
Form 4
October 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
10/26/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Old Second Bancorp, Inc. Common Stock | 10/26/2015 | | S | | 2,500 | D | \$ 6.55 52,189 ⁽¹⁾ D |
| Old Second Bancorp, Inc. Common Stock | 10/26/2015 | | S | | 2,500 | D | \$ 6.5336 54,689 D |

Edgar Filing: OLD SECOND BANCORP INC - Form 4

| | | | | | | | | | |
|--|------------|--|---|-------|---|--------------|-----------------------|---|-------------------|
| Old Second Bancorp, Inc. Common Stock | 10/26/2015 | | S | 2,500 | D | \$ 6.55 | 42,727 ⁽²⁾ | I | Spouse's Trust |
| Old Second Bancorp, Inc. Common Stock | 10/26/2015 | | S | 2,500 | D | \$ 6.5336 | 45,227 | I | Spouse's Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Deriv Secur (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | 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. Stock Options | \$ 31.34 | 12/20/2005 | 12/20/2015 | Common Stock | 1,500 |

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

10/26/2015

**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 47,189 shares in Mr. Palmer's name as Trustee and 5,000 shares of restricted stock units in Mr. Palmer's name. The sale of the combined 5,000 shares brings the balance to 52,189 shares.
- (2) These shares are held in a brokerage account on behalf of Mr. Palmer's spouse's Trust account. The sale of the combined 5,000 shares brings the balance to 42,727 shares.

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.