

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 *
MABERRY JESSE

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)
C/O AURORA BEARING CO., 970 S. LAKE ST.

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2004

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

(Street)
AURORA, IL 60507

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

(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)
Old Second Bancorp Inc. Common Stock				(A) or (D)	35,492 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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 <u>(2)</u>
Old Second Bancorp Phantom Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MABERRY JESSE C/O AURORA BEARING CO. 970 S. LAKE ST. AURORA, IL 60507	X			

Signatures

/s/ Jesse Maberry
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).
- (1) Included in this total is a 2 for 1 stock split effected in the form of a stock dividend and payable 7-28-04.
- (2) 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.

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- (3) Does not apply.
- (4) Included in this total is a 2 for 1 stock split effected in the form of a stock dividend and payable 7-28-04, and an adjustment of 5 shares when this plan was taken over by a new administrator.

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.