

OLD SECOND BANCORP INC  
 Form 4  
 April 02, 2003

<p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . 0.5</p>
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<p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;">Cheatham, J. Douglas</p> <p style="text-align: center;">(Last) (First) (Middle)</p> <p style="text-align: center;">C/O Old Second National Bank                  37 South River Street</p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;">Aurora, IL 60506</p> <p style="text-align: center;">(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Old Second Bancorp Inc. / OSBC</p>	<p>4. Statement for (Month/Day/Year)</p> <p style="text-align: center;">3-31-03</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director</p> <p><input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">Executive officer - CEO</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)

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			Code	V	Amount	(A) or (D)	Price			
Old Second Bancorp Inc.										
Common Stock	3-31-03		J	V	56	A	*	791*	I	401-(k) Plan
Common Stock	3-31-03		J	V	225	A	**	826**	I	Pr.Sh.Plan
Common Stock								666	D	

\* Of this total, 56 shares were allocated during the first quarter pursuant to The Old Second Bancorp Inc. Salary Savings Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 3-31-03.

\*\* Of this total, 225 shares were allocated during the first quarter pursuant to The Old Second Bancorp Inc. Employees Profit Sharing Plan & Trust. Information provided herein is based on information provided by the Plan Trustee as of 3-31-03.

**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)		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. If Indirect, Name of Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)				
Old Second Bancorp Inc.																
Phantom Stock	1 for 1	3-31-03		A	V	85*	- - -	N/A	N/A	Common Stock	85	- -	408	D		
Employee Stock Option (Right to buy)																
Employee Stock Option (Right to buy)	\$37.61							12-17-03	12-17-12	Common Stk.	6,000			D		
Employee Stock Option (Right to buy)	\$17.82-Restated							12-19-02	12-19-10	Common Stk.	4,000					
Employee Stock Option (Right to buy)	\$20.91-Restated							12-14-00	12-14-09	Common Stk.	2,500	Restated for 4 for 3 stock split effected June 2 - 14,667 shares				
Employee Stock Option (Right to buy)	\$29.49-Restated							12-18-02	12-18-11	Common Stk.	4,500					
										Total Options			20,667	D		

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Explanation of Responses:

\*These shares represent stock purchased 12-31-02 - 3-31-03 in the Phantom Stock Plan for Deferred Directors' Fees. This Plan commenced on 4-2-01.

/s/ J. Douglas Cheatham

3-31-03

\*\* Signature of Reporting Person

Date

(J. Douglas Cheatham)

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

\* 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).

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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002