

SCHMITZ JAMES C  
 Form 144  
 March 25, 2009

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

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 SEC USE ONLY  
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 SEQUENCE NO.

FORM 144  
 NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

CUSIP NUMBER

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO. WORK LOCATION

Old Second Bancorp, Inc. 36-3143493 000-10537  
 1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE  
 37 S. River St. Aurora IL 60506 (e) TELEPHONE NO.

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS STREET CITY STATE ZIP CODE

James C. Schmitz Director C/o Old Second Bancorp, Inc. Aurora IL 60506  
 37 S. River St.

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY (c) File Number	(d) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(e) Aggregate Market Value (See instr. 3(d))	(f) Number of Shares or Other Units Outstanding (See instr. 3(e))	(g) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	Name of Each Securities Exchange (See instr. 3(g))
Old Second Bancorp Inc.		Knight Direct		Up to 100,000 shares	Sales will be based on market value on date of sale	13,827,259	03-24-09	Nasdaq

**INSTRUCTIONS:**

- 1.(a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e)
- 3.(a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e)

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| Issuer's telephone number, including area code   | Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer |
| 2.(a) Name of person for whose account the securities are to be sold   | (f) Approximate date on which the securities are to be sold  |
| (b) Such person's I.R.S. identification number, if such person is an entity  | (g) Name of each securities exchange, if any, on which the securities are intended to be sold  |
| (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) |  |
| (d) Such person's address, including zip code  |  |

**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 control number.**

SEC 1147 (02-08)

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**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

<b>Title of the Class</b>	<b>Date you Acquired</b>	<b>Nature of Acquisition Transaction</b>	<b>Name of Person from Whom Acquired (If gift, also give date donor acquired)</b>	<b>Amount of Securities Acquired</b>	<b>Date of Payment</b>	<b>Nature of Payment</b>
Old Second Bancorp Inc	01/07/02	Acquired through inheritance	J. Carl Schmitz Marital Trust and J. Carl Schmitz Residual Trust	16,904	N/A	N/A

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

<b>Name and Address of Seller</b>	<b>Title of Securities Sold</b>	<b>Date of Sale</b>	<b>Amount of Securities Sold</b>	<b>Gross Proceeds</b>
Weeden & Co	Old Second Bancorp Inc.	01-28-09	20,000	\$166,053
Weeden & Co	Old Second Bancorp Inc.	01-29-09	50,000	\$413,957
Weeden & Co	Old Second Bancorp Inc.	01-30-09	30,000	\$273,881

**REMARKS: Shares were sold in the interest of diversification.**

**INSTRUCTIONS:**

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

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03-24-2009  
DATE OF NOTICE

/s/ James C. Schmitz  
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities  
are to be sold. At least one copy of the notice shall be manually signed.  
Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)