

SMITH JAMES E/MO
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SMITH JAMES E/MO

2. Issuer Name and Ticker or Trading Symbol
HAWTHORN BANCSHARES, INC. [HWBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

517 SOUTH SECOND STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CLINTON, MO 64735

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	21,169.001 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200	I	Shares Held in IRA
Common Stock	Â	Â	Â	Â	Â	Â	400	D	Â

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.33	Â	Â	Â	Â	Â	12/04/2001	12/04/2010	Common Stock	7,959
Employee Stock Option (right to buy)	\$ 18.67	Â	Â	Â	Â	Â	02/14/2003	02/14/2012	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 26.57	Â	Â	Â	Â	Â	03/03/2004	03/03/2013	Common Stock	8,323
Employee Stock Option (right to buy)	\$ 35.25	Â	Â	Â	Â	Â	02/19/2005	02/19/2014	Common Stock	7,376
Employee Stock Option (right to buy)	\$ 28.45	Â	Â	Â	Â	Â	04/21/2006	04/21/2015	Common Stock	9,561
Employee Stock Option	\$ 29.95	Â	Â	Â	Â	Â	03/03/2007	03/03/2016	Common Stock	9,516

(right to buy)

Employee

Stock

Option	\$ 33.5	^		^		^	^	04/27/2008	04/27/2017	Common Stock	9,656
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(right to buy)

Employee

Stock

Option	\$ 21.01	^		^		^	^	09/22/2009	09/22/2018	Common Stock	9,519
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JAMES E/MO 517 SOUTH SECOND STREET CLINTON, MO 64735	^ X	^	^ Chairman & CEO	^

Signatures

/s/ James E. Smith 02/12/2009

 Date
**Signature of Reporting Person

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) Includes shares acquired since last report pursuant to Company DRIP program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.