

ROSE RICHARD G  
Form 5  
February 13, 2012

**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 \*  
ROSE RICHARD G

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)  
12/31/2011

\_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

127 LAVINIA STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

JEFFERSON CITY, MO 65109

X 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) | (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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 985.3809 <sup>(1)</sup>  | D  | Â                                 |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 6,945.087 <sub>(2)</sub>   | I  | Profit Sharing Trust              |

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

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SEC 2270 (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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 17.26   | Â                                    | Â  | Â                              | Â   | Â   | 02/14/2003   | 02/14/2012      | Common Stock  | 2,747                      |
| Employee Stock Option (right to buy)       | \$ 24.57   | Â                                    | Â  | Â                              | Â   | Â   | 03/03/2004   | 03/03/2013      | Common Stock  | 1,951                      |
| Employee Stock Option (right to buy)       | \$ 32.59   | Â                                    | Â  | Â                              | Â   | Â   | 02/19/2005   | 02/19/2014      | Common Stock  | 1,544                      |
| Employee Stock Option (right to buy)       | \$ 26.3  | Â                                    | Â  | Â                              | Â   | Â   | 04/21/2006   | 04/21/2015      | Common Stock  | 1,951                      |
| Employee Stock Option (right to buy)       | \$ 27.69   | Â                                    | Â  | Â                              | Â   | Â   | 03/03/2007   | 03/03/2016      | Common Stock  | 1,908                      |
| Employee Stock Option (right to buy)       | \$ 30.97   | Â                                    | Â  | Â                              | Â   | Â   | 04/27/2008   | 04/27/2017      | Common Stock  | 1,877                      |
|  | \$ 19.42   | Â                                    | Â  | Â                              | Â   | Â   | 09/22/2009   | 09/22/2018      |   | 1,552                      |

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| ROSE RICHARD G<br>127 LAVINIA STREET<br>JEFFERSON CITY, MO 65109 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

/s/Richard G.  
 Rose

02/13/2012

\_\_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) Includes shares acquired since last report pursuant to the Company's DRIP program and July 1, 2011 4% stock dividend.
- (2) Includes shares acquired since last report pursuant to the Company's profit sharing trust and July 1, 2011 4% stock dividend.

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