

ROSE RICHARD G
Form 5
February 10, 2011

FORM 5

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

OMB APPROVAL

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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)
12/31/2010

___ 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	947.4816 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	6,442.904 ₍₂₎	I	Profit Sharing Trust

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

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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 127 LAVINIA STREET JEFFERSON CITY, MO 65109	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/Richard G.
 Rose

02/07/2011

__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, 2010 4% stock dividend.
- (2) Includes shares acquired since last report pursuant to the Company's profit sharing trust and July 1, 2010 4% stock dividend.

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.