

HAWTHORN BANCSHARES, INC.  
 Form 4  
 September 25, 2008

**FORM 4** 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BRUEGENHEMKE KATHLEEN L

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)  
 5859 ROCKY POINT COURT  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/22/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

COLUMBIA, MO 65202  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					340.0026	D <sup>(1)</sup>	
Common Stock					2,100	D	
Common Stock					12,876.26	I <sup>(2)</sup>	Profit Sharing Trust

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.33					12/04/2001	12/04/2010	Common Stock	2,256
Employee Stock Option (right to buy)	\$ 18.67					02/14/2003	02/14/2012	Common Stock	2,038
Employee Stock Option (right to buy)	\$ 26.57					03/03/2004	03/03/2013	Common Stock	1,461
Employee Stock Option (right to buy)	\$ 35.25					02/19/2005	02/19/2014	Common Stock	1,129
Employee Stock Option (right to buy)	\$ 28.45					04/21/2006	04/21/2015	Common Stock	1,465
Employee Stock Option (right to buy)	\$ 29.95					03/03/2007	03/03/2016	Common Stock	1,437

Employee Stock Option (right to buy)	\$ 33.5					04/27/2008	04/27/2017	Common Stock	1,493
Employee Stock Option (right to buy)	\$ 21.01	09/22/2008	09/22/2008	A	1,238	09/22/2009 <sup>(3)</sup>	09/22/2018	Common Stock	1,238

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUEGENHEMKE KATHLEEN L 5859 ROCKY POINT COURT COLUMBIA, MO 65202			Senior Vice President	

## Signatures

/s/ Kathleen L.  
Bruegenhemke

09/24/2008

\*\*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 Company DRIP program.
- (2) Includes shares acquired since last report pursuant to Company profit sharing trust.
- (3) 25% per year beginning 2009-09-22.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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