

SMITH JAMES E/MO

Form 5

February 13, 2013

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SMITH JAMES E/MO2. Issuer Name and Ticker or Trading
SymbolHAWTHORN 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)
12/31/2012☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

☒ 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)			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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	4,217.89 <u>(1)</u>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	23,874.84 <u>(1)</u>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	561 <u>(1)</u>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	291 <u>(1)</u>	I	Retirement Account

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

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SEC 2270
(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)	\$ 17.26	Â	Â	Â	Â Â	02/14/2003 02/14/2012	Common Stock 8,112
Employee Stock Option (right to buy)	\$ 24.57	Â	Â	Â	Â Â	03/03/2004 03/03/2013	Common Stock 9,001
Employee Stock Option (right to buy)	\$ 32.59	Â	Â	Â	Â Â	02/19/2005 02/19/2014	Common Stock 7,976
Employee Stock Option (right to buy)	\$ 26.3	Â	Â	Â	Â Â	04/21/2006 04/21/2015	Common Stock 10,340
Employee Stock Option (right to buy)	\$ 27.69	Â	Â	Â	Â Â	03/03/2007 03/03/2016	Common Stock 10,291
Employee Stock Option	\$ 30.97	Â	Â	Â	Â Â	04/27/2008 04/27/2017	Common Stock 10,443

(right to
buy)

Employee

Stock

Option	\$ 19.42	Â	Â	Â	Â	Â	09/22/2009	09/22/2018	Common Stock	10,294
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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	Â X	Â	Â	Â

Signatures

/s/ James E.
Smith

02/13/2013

**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 from the Company's July 1, 2012 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.