

TURNER DAVID T  
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 \*  
TURNER DAVID T

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  
 Officer (give title below)  Other (specify below)  
President

742 TURNBERRY DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

JEFFERSON CITY, MO 65109

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)
Common Stock	Â	Â	Â	Â	10,419.9931 (1)	D	Â
Common Stock	Â	Â	Â	Â	22,923.5305 (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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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)	
						Date Exercisable (A)	Expiration Date (D)	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	8,390
Employee Stock Option (right to buy)	\$ 24.57	Â	Â	Â	Â Â	03/03/2004	03/03/2013	Common Stock	7,138
Employee Stock Option (right to buy)	\$ 32.59	Â	Â	Â	Â Â	02/19/2005	02/19/2014	Common Stock	5,903
Employee Stock Option (right to buy)	\$ 26.3	Â	Â	Â	Â Â	04/21/2006	04/21/2015	Common Stock	7,459
Employee Stock Option (right to buy)	\$ 27.69	Â	Â	Â	Â Â	03/03/2007	03/03/2016	Common Stock	7,298
Employee Stock Option (right to buy)	\$ 30.97	Â	Â	Â	Â Â	04/27/2008	04/27/2017	Common Stock	7,748
	\$ 19.42	Â	Â	Â	Â Â	09/22/2009	09/22/2018		6,950

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER DAVID T 742 TURNBERRY DRIVE JEFFERSON CITY, MO 65109	X	^	^ President	^

## Signatures

/s/ David T.  
 Turner

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.  
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