UNIONBANCORP INC

Form 4

February 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WHALEN WAYNE W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

UNIONBANCORP INC [UBCD]

(Check all applicable)

(First)

(Street)

(State)

4920 SOUTH GREENWOOD

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

02/23/2006

4. If Amendment, Date Original

Applicable Line) Form filed by One Reporting Person

X Form filed by More than One Reporting

CHICAGO, IL 60615

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or

Code V Amount (D) Price

(Instr. 3 and 4)

Common 02/23/2006 P \$ 21 606,188 4,600 A

(A)

D (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Derivative Conversion

5. TransactionNumber 6. Date Exercisable and **Expiration Date**

7. Title and 8. Price of Amount of Derivative

1

9. Ni

Deriv

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | /Year) | Underly Securitic (Instr. 3 | es | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
|---------------------|--|-------------------------|-----------------|--|---------------------|--------------------|-----------------------------------|--------------|---------------------|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | 0 N 0 | or Number | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| WHALEN WAYNE W 4920 SOUTH GREENWOOD CHICAGO, IL 60615 | | X | | | | | |
| WOLFF PAULA 4920 SOUTH GREENWOOD CHICAGO, IL 60615 | | X | | | | | |

Signatures

s/ Wayne W.
Whalen

**Signature of Reporting Person

s/ Paula Wolff

**Signature of O2/27/2005

**Signature of Person

Date

Date

Reporting Person

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).

In addition to 606188 common shares held directly by Reporting Persons, Reporting Persons indirectly may be deemed to hold the following: 54750 common shares held by WPW Associates, L.P. of which Reporting Persons are general partners; 63543 common shares held by children or grandchildren of Reporting Persons; 40400 common shares held by Paula Wolff as custodian of UTMA accounts for children of Reporting Persons; 1000 common shares held by the WPW Family Foundation of which Reporting Persons are trustees on the board of trustees; and 1381 convertible preferred shares held by WPW Associates, L.P. of which Reporting Persons are general partners and which are convertible into 49884.5 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2