

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**  
SEC Accession No. **0001192654-06-000003**

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### REPORTING OWNER

#### **WEBER GORDON J**

CIK: **1192654**

Type: **4** | Act: **34** | File No.: **001-31343** | Film No.: **06511692**

#### Mailing Address

*11906 N BRIDGEWATER  
MEQUON WI 53092*

#### Business Address

*1201 HANSEN RD  
GREEN BAY WI 54304*

### ISSUER

#### **ASSOCIATED BANC-CORP**

CIK: **7789** | IRS No.: **391098068** | State of Incorpor.: **WI** | Fiscal Year End: **1231**  
SIC: **6022** State commercial banks

#### Mailing Address

*1200 HANSEN ROAD  
GREEN BAY WI 54304*

#### Business Address

*1200 HANSEN ROAD  
GREEN BAY WI 54304  
9204917015*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

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

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 <b>WEBER GORDON J</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASSOCIATED BANC-CORP [ASBC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President,</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
200 NORTH ADAMS STREET, -			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>GREEN BAY, WI 54301</b>								
(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock \$.01 Par Value	01/04/2006		M	(L)	500	A	\$22.2	114,597.643	D	
Common Stock \$.01 Par Value	01/04/2006		S	(L)	500	D	\$33	114,097.643	D	
Common Stock \$.01 Par Value	01/04/2006		M		8,820	A	\$13.54	122,917.643	D	
Common Stock \$.01 Par Value								30,657.85	I	401(k) Plan
Common Stock \$.01 Par Value								670.431	I	by Son
Common Stock \$.01 Par Value								1,134.388	I	by Son 2
Common Stock \$.01 Par Value								866.349	I	by Son 3
Common Stock \$.01 Par Value								692.011	I	by Son 4

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

										of Shares				
Incentive Stock Option (right to buy)	\$13.54	01/04/2006		<u>M</u>		8,820	01/24/1999	01/24/2006	Common Stock \$.01 Par Value	8,820	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$22.2	01/04/2006		<u>M</u> <sup>(L)</sup>		500	01/28/2001	01/28/2008	Common Stock \$.01 Par Value	500	\$ 0	9,862	D	

**Explanation of Responses:**

- This transaction was completed pursuant to the terms the insider established in a Rule 10b5-1 Trading Plan, as entered into on 12/9/05.

**Signatures**

By: Linda Van Camp For: Gordon J. Weber

01/05/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**