

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-12-03**  
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### ISSUER

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

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

#### Mailing Address

*200 NORTH ADAMS STREET,  
MS 7829  
GREEN BAY WI 54301*

#### Business Address

*1200 HANSEN ROAD  
GREEN BAY WI 54304  
920-431-8836*

### REPORTING OWNER

#### **GALLAGHER ROBERT C**

CIK: **1192636**  
Type: **4** | Act: **34** | File No.: **001-31343** | Film No.: **071282453**

#### Mailing Address

*1125 S MONROE  
GREEN BAY WI 54313*

#### Business Address

*1201 HANSEN RD  
GREEN BAY WI 54304*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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>GALLAGHER ROBERT C</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/03/2007</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		
1200 HANSEN ROAD  (Street) <b>GREEN BAY, WI 54304</b>			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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	12/03/2007	12/03/2007	<u>M</u>		10,000	A	\$22.2	434,761	D	
Common Stock \$.01 Par Value	12/03/2007	12/03/2007	<u>S</u>		10,000	D	\$27.2	424,761	D	
Common Stock \$.01 Par Value								0	I	by Son
Common Stock \$.01 Par Value								6,463	I	by Spouse

**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					
Non-Qualified Stock Option (right to buy)	\$22.2	12/03/2007	12/03/2007	<u>M</u>			10,000	(I)	01/28/2008	Common Stock \$.01 Par Value	\$ 0	10,871	D	

**Explanation of Responses:**

- Options vest in annual increments over 3 years; 34% on the first anniversary after the grant date, and 33% on the second and third anniversaries after the grant date, respectively.

### Signatures

By: [Linda Van Camp For: Robert C. Gallagher](#)

\*\* Signature of Reporting Person

[12/04/2007](#)

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.**