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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> | 2. Issuer Name and Ticker or Trading Symbol | 3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> |
| Myers, Terry L. | Second Bancorp Incorporated (SECD) | |
| | 4. Statement for <i>(Month/Day/Year)</i> | 5. If Amendment, Date of Original <i>(Month/Day/Year)</i> |
| 200 Augusta Place | 01/31/03 | |
| <i>(Street)</i> | 6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> | 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> |
| Warren, OH 44484 | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| <i>(City) (State) (Zip)</i> | <input checked="" type="checkbox"/> Officer <i>(give title below)</i> | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | <input type="checkbox"/> Other <i>(specify below)</i> | |
| | Executive Officer | |

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).

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

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(*e.g.*, puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|--|--|--|
|--|---|--|--|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|------------------|-----------------|-------|----------------------------|---------|---|
| 01/30/04 | 01/29/13 | C | 10,000 | 47,600* | D |

Explanation of Responses:

*12,000 options granted in 02/11/02; 9,000 options granted in 05/11/99; 2,100 options granted in 02/03/98; 8,000 options granted in 11/02/98; 4,500 options granted in 07/09/97; 2,000 options granted in 07/09/97

/s/ Terry L. Myers

****Signature of Reporting Person**
Terry L. Myers
By: Dean E. Nielsen
Pursuant to Power-of-Attorney

01/31/03

Date

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christopher Stanitz, David L. Kellerman and such other individuals as either of them may designate from time to time, signing singly, the undersigned’s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of Second Bancorp Incorporated (the “Company”), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of September 2002.

/s/ Terry L. Myers

Signature

Print Name: Terry L. Myers
