



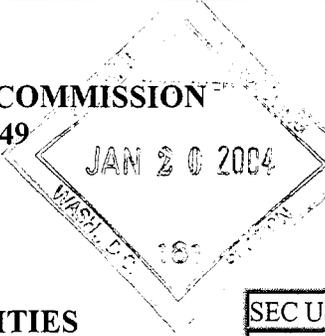
SEC 1972 Potential persons who are to respond to the collection of information contained (6-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

1277147

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response.. . 1



FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED
JAN 22 2004

THOMSON FINANCIAL

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Hometown Capital Trust III 7.25% Cumulative Trust Preferred Securities

Filing Under (Check box(es) that apply):
 Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
Hometown Capital Trust III

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
721 West Jackson Street Morton IL 61550-0104 (309) 266-5337

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Newly formed Delaware business trust intended to issue trust preferred securities.

ban

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hometown Community Bancorp, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
721 West Jackson Street, Morton, IL, 61550-0104

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$20,000 or case-by-case basis**
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|-----------|------|------|------|-----------|------|------|------|------|-----------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | FL | [GA] | [HI] | [ID] |
| IL | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | TX | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ None	\$ None
Equity	\$5,000,000	\$5,000,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ None	\$ None
Partnership Interests	\$ None	\$ None
Other (Specify _____).	\$ None	\$ None
Total	\$5,000,000	\$5,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	15	\$4,250,000
Non-accredited Investors	5	\$ 750,000
Total (for filings under Rule 504 only)	20	\$5,000,000

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$	None
Printing and Engraving Costs	<input type="checkbox"/>	\$	None
Legal Fees	<input type="checkbox"/>	\$	None
Accounting Fees	<input type="checkbox"/>	\$	None
Engineering Fees	<input type="checkbox"/>	\$	None
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$	None
Other Expenses (identify) meeting costs.....	<input type="checkbox"/>	\$	None
Total	<input type="checkbox"/>	\$	None

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$5,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Purchase of real estate	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Repayment of indebtedness	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Working capital	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Other (specify): Purchase of subordinated debentures of Hometown Community Bancorp, Inc.	<input type="checkbox"/> \$ None	<input type="checkbox"/> \$ None
Column Totals	<input checked="" type="checkbox"/> \$5,000,000	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$5,000,000	<input checked="" type="checkbox"/> \$5,000,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Hometown Capital Trust III	Signature <i>Andrew A. Honegger</i>	Date 1/15/04
Name of Signer (Print or Type) Andrew A. Honegger	Title of Signer (Print or Type) Administrative Trustee	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)