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HENSELER F Form 4 April 18, 2012									
FORM	4 UNITED	STATES		RITIES A			E COMMISSION	-	PPROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								Expires: Estimated burden hou response	urs per
(Print or Type Re	sponses)								
1. Name and Add HENSELER	Symbol			Trading	5. Relationship of Reporting Person(s) to IssuerC (Check all applicable)				
(Last)		of Earliest T Day/Year) 2012	ransaction		X_ Director10% Owner Officer (give titleOther (specify below)below)				
ITASCA, IL (4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	la I Non I	Domissotisso	Securities A	Acquired, Disposed o	f or Donoficio	lly Owned
	Transaction Date Aonth/Day/Year)	2A. Deem Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities H Beneficially (Owned (Following (Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) [Instr. 4)	7. Nature of Indirect
Reminder: Repor	t on a separate line	e for each cl	ass of sec		ficially own Perso inforn requir	ned directly ns who res nation cont red to resp nys a curre		are not m	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Secur Acqui (A) or Dispo of (D) (Instr.	ired sed) . 3, 4,					(Instr. 5)
				Code	v	(A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Under NQ Deferred Comp. Plan	<u>(1)</u>	04/16/2012		A		132 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	132	\$ 11.364

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
HENSELER PETER J ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	Х			
Signatures				
Andrea L. Stangl, Attorney-in- Henseler	fact for Po	eter J.		04/18/2012
**Signature of Reporting	g Person			Date

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).
- (1) Shares of phantom stock acquired pursuant to the Nonqualified Deferred Compensation Plan have a 1-for-1 conversion ratio and are payable in cash upon distribution to the Participant in accordance with the terms of the Plan.
- Between January 21, 2012 and April 18, 2012, the Reporting Person acquired 132 shares of First Midwest Bancorp, Inc. Common Stock
 (2) under the First Midwest Bancorp, Inc. Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated April 16, 2012.

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.