## Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

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FIRST MIDWE Form 4 July 18, 2012	EST BANCOF	RP INC									
FORM 4	1									PPROVAL	
	UNITED	STATES		RITIES A shington			NGE	COMMISSION	N OMB Number:	3235-028	87
Check this be if no longer subject to Section 16. Form 4 or	AENT OF	F CHAN	NGES IN SECUI	Estimated burden hou	Expires: January 3 200 Estimated average burden hours per response 0						
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type Resp	ponses)										
1. Name and Addr GILL PHUPIN	2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]					<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>C (Check all applicable)</li></ul>					
(Last) ONE PIERCE	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2012					X_ Director 10% Owner Officer (give title Other (specify below) below)					
	4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
ITASCA, IL 60	0143							Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivati	ve Secur	rities A	cquired, Disposed (	of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	Execution any			) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Report	on a separate line	e for each cla	ass of sec	urities bene	ficially o	owned di	rectly o	or indirectly.			
					Per info req disj	sons w ormation uired to	ho res n cont o respo	spond to the colleg ained in this form and unless the for atly valid OMB co	are not rm	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. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/	Year) (Instr. 8		Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of					(Instr.
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Under NQ Deferred Comp.	<u>(1)</u>	07/16/2012	А		1,003 (2)		(1)	<u>(1)</u>	Common Stock	1,003	\$ 10

## **Reporting Owners**

Plan

Reporting Owner Name / Address		Relationsh	lips					
	Director	10% Owner	Officer	Other				
GILL PHUPINDER ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	Х							
Signatures								
Andrea L. Stangl, Attorney-in- S. Gill	hupinder		07/18/2012					
<u>**</u> Signature of Reporting			Date					
<b>Explanation of Re</b>								

- \* 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 April 19, 2012 and July 18, 2012, the Reporting Person acquired 1,003 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 July 16, 2012.

Between April 19, 2012 and July 18, 2012, the Reporting Person acquired 5 shares of First Midwest Bancorp, Inc. Common Stock(3) pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated July 17, 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.