## Edgar Filing: HENSELER PETER J - Form 4

HENSELER Form 4 July 18, 2012										
FORM	<b>4</b> UNITED	STATES		RITIES A			E COMMISSION		PPROVAL 3235-0287	
Check this box Expires: Januar								urs per		
(Print or Type R	esponses)									
1. Name and Ad HENSELER	Symbol			Trading	<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>C (Check all applicable)</li></ul>					
(Last) ONE PIERC	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) ITASCA, IL 60143			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> <li>Person</li> </ul>			
(City)	(State)	(Zip)	Tah	le I - Non-l	Derivative	Securities A	Acquired, Disposed o	f. or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	Execution any	ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect	
Reminder: Repo	rt on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to resp ays a curre	or indirectly. spond to the collec tained in this form ond unless the for ntly valid OMB cor	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

## Edgar Filing: HENSELER PETER J - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Secur Acqui (A) or Dispo of (D) (Instr.	sed 3, 4,					(Instr. 5)
				Code	V	and 5) (A)	) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Under NQ Deferred Comp. Plan	<u>(1)</u>	07/16/2012		А		137 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	137	\$ 10.9

## **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		07/18/2012						
**Signature of Reporting			Date					
Evelopetion of De								

## **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.
- On Between April 19, 2012 and July 18, 2012, the Reporting Person acquired 137 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.

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.