Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

FIRST MIDWEST BANCOF Form 4 October 17, 2012	RP INC							
				OMB A	PPROVAL			
		IRITIES AND EXCHANGE ashington, D.C. 20549	COMMISSION	OMB Number:	3235-0287			
Subject to Section 16. Form 4 or Form 5 Filed put	TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Exp Est bur res Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, etion 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 Responses)								
1. Name and Address of Reporting GILL PHUPINDER	Symbol	MIDWEST BANCORP INC	5. Relationship of l Issuer (Check	Reporting Pers				
(Last) (First) (A ONE PIERCE PLACE, SUIT	(Month/Day/Year)				X_ Director10% Owner Officer (give titleOther (specify below) below)			
(Street)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
ITASCA, IL 60143			Person		porting			
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities Ac	cquired, Disposed of,	or Beneficial	lly Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	Execution Date, if any	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesForBeneficially(DOwned(I)	orm: Direct)) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Report on a separate line	e for each class of se	information conta required to respo	r indirectly. pond to the collect ained in this form a nd unless the form tly valid OMB cont	ire not 1	EC 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	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Securi 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>	10/15/2012		A		835 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	835	\$ 13.169

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	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		10/17/2012	
**Signature of Reporting			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 July 19, 2012 and October 17, 2012, the Reporting Person acquired 835 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 October 15, 2012.

Between July 19, 2012 and October 17, 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 October 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.