Prame Thomas M Form 4 February 07, 2013

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Last)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 Responses)

1. Name and Address of Reporting Person *

(State)

(Month/Day/Year)

Prame Thomas M

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

ONE PIERCE PLACE, SUITE 1500

(Street)

Execution Date, if

ITASCA, IL 60143

(City)

1. Title of

Security

(Instr. 3)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

Symbol

FIRST MIDWEST BANCORP INC [FMBI]

3. Date of Earliest Transaction

02/05/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

(Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

EVP, Director of Retail Banking

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Director

Applicable Line)

below)

Person

5. Amount of

Securities

Owned

Beneficially

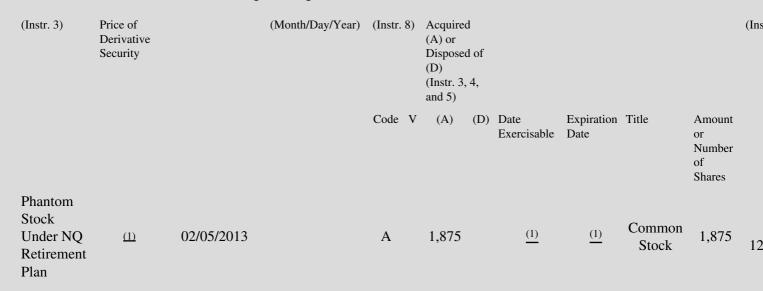
X_ Officer (give title

Estimated average

burden hours per

7. Title and Amount of 8. F Underlying Securities Der Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Prame Thomas M ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143

EVP, Director of Retail Banking

Signatures

Andrea L. Stangl, Attorney-in-fact for Thomas M. Prame

02/07/2013

**Signature of Reporting 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 under the Nonqualified Retirement 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.

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.

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