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HENSELEI Form 4 April 17, 20										
FORM	14 UNITED	STATES		RITIES A			E COMMISSION	-	PPROVAL 3235-0287	
								urs per		
(Print or Type	Responses)									
1. Name and HENSELE	Symbol			Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2013				X_Director10% Owner Officer (give titleOther (specify below)below)					
(Street) ITASCA, IL 60143			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	de I - Non-l	Derivative	Securities A	Acquired, Disposed o	f or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities 1 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: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont red to resp nys a curre	or indirectly. spond to the collect 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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Securi Acqui (A) or Dispo of (D) (Instr. and 5)	ired r osed) : 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>	04/15/2013		А		251 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	251	\$ 11.9

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		04/17/2013						
**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 January 18, 2013 and April 17, 2013, the Reporting Person acquired 251 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 15, 2013.

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.