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FIRST MID Form 4 July 17, 201	WEST BANCOF	RP INC									
FORM	ЛД									PPROVAL	
	UNITED	STATES		RITIES A			NGE	COMMISSIO	N OMB Number:	3235-02	287
Check th if no lon subject t Section Form 4 o Form 5	ger o STATEN 16. or Filed pur		NGES IN SECUF 16(a) of th	Estimated burden hou response	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5						
obligatic may con <i>See</i> Instr 1(b). (Print or Type	tinue. Section 17(Itility Hol nvestment	•	- ·		of 1935 or Secti 940	on		
1. Name and A HENSELE	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	Middle) FE 1500	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2013					X_ Director10% Owner Officer (give titleOther (specify below) below)				
	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					
ITASCA, I	L 60143							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivativ	ve Securit	ties Ao	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)	FransactionAcquired (A) or		I	SecuritiesForm: DirectIndiBeneficially(D) or IndirectBenOwned(I)Owned		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rej	port on a separate line	for each cl	ass of sec	urities benet	•		•	•			
					info requ disp	rmation uired to r	conta respo	pond to the colle ained in this forn and unless the fo tly valid OMB co	n 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. 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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securi Acqui (A) or Dispo of (D) (Instr. and 5)	ired sed) . 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>	07/15/2013		А		135 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	135	\$ 14.8

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	eter J.		07/17/2013	
**Signature of Reporting	g 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 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 18, 2013 and July 17, 2013, the Reporting Person acquired 135 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 15, 2013.

Between April 18, 2013 and July 17, 2013, the Reporting Person acquired 3 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 16, 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.