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FIRST MIDWEST BANCORP INC

Form 4

February 24, 2015

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

if no longer subject to Section 16.

Check this box

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

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per

5. Relationship of Reporting Person(s) to

response...

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Guinta Caryn J			Symbol FIRST MIDWEST BANCORP INC [FMBI]					Issuer (Check all applicable)			
(Last) (First) (Middle) ONE PIERCE PLACE, SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year) 02/20/2015					Director 10% Owner X Officer (give title Other (specify below) EVP, Dir of Employee Resources			
(Street)			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, IL 60143								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Data any (Month/Day/Year)		on Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Pay/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/20/2015			Code V	7 Amount 1,063 (1)	or (D) D	Price \$ 16.58	(Instr. 3 and 4) 27,410	D		
Common Stock	02/22/2015			F	706 <u>(2)</u>	D	\$ 16.58	26,704 (3)	D		
Common Stock								15,452	I	By Profit Sharing	

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

Plan Trust

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Guinta Caryn J ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143

EVP, Dir of Employee Resources

Signatures

Andrea L. Stangl, Attorney-in-fact for Caryn J. Guinta

02/24/2015

**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).
 - On February 20, 2013 the Issuer granted the Reporting Person a restricted stock award of 5,836 restricted units of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which were
- (1) scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 20, 2015, 2,918 units of the originally granted restricted stock award vested, of which 1,063 units were withheld in order to satisfy the Reporting Person's tax withholding obligations.
 - On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 3,874 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which
- (2) were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 22, 2015, the remaining 1,937 shares of the originally granted restricted stock award vested, of which 706 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.
- (3) 15,178 of these shares are restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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