Sander Mark G
Form 4
March 19, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sander Mark G

(Last) (First) (Middle)

8750 WEST BRYN MAWR AVENUE, SUITE 1300

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST MIDWEST BANCORP INC [FMBI]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2019		A		19,453 (1)	A	$ 21.91	231,967	D	
Common Stock	03/15/2019		F		2,873 (2)	D	$ 21.91	229,094	D	
Common Stock	03/15/2019		F		2,964 (3)	D	$ 21.91	226,130	D	
Common Stock	03/15/2019		F		2,327 (4)	D	$ 21.91	223,803 (5)	D	
Common Stock								364	I	Profit Sharing

Plan Trust

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sander Mark G 8750 WEST BRYN MAWR AVENUE SUITE 1300 CHICAGO, IL 60631	X		President & COO	

Signatures

Andrea L. Stangl, Attorney-in-fact for Mark G. Sander	03/19/2019
**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) Represents performance shares earned by the Reporting Person on March 15, 2019. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 17, 2016, subject to a three year (2016-2018) performance period. Of the performance shares earned, 6,485 vested immediately and were paid in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 12,968 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2020 and March 15, 2021.

(2) Reflects the surrender of 2,873 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 1.

(3) On February 18, 2015, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2015-2017) performance period, as to which 20,064 performance shares were earned on March 15, 2018. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2019, the second installment of 6,688 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 2,964 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

(4) On February 19, 2014, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2014-2016) performance period, as to which 15,758 performance shares were earned on March 15, 2017. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2019, the third installment of 5,252 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 2,327 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

(5) 19,655 of these shares are restricted stock units / performance shares.

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