

FIRST MIDWEST BANCORP INC  
Form FWP  
March 22, 2006

Filed Under Rule 433

Registration No. 333-132137

**\$100,000,000**

**First Midwest Bancorp, Inc.**

**10 year Subordinated Notes due April 1, 2016**

**Issuer:** First Midwest Bancorp, Inc. ( FMBI )

**Amount Offered:** \$100 million aggregate principal amount of Subordinated Notes (the Securities )

**Trade Date:** March 21, 2006

**Settlement Date:** March 28, 2006 (T+5)

**Maturity:** April 1, 2016

**Coupon:** 5.85%

**Payment Dates:** Semiannual, 30/360 day count: April 1 and October 1  
Initial Coupon October 1, 2006

**Purchase Price (to Investors):** 99.887% of par

**Yield to Investors:** 5.865%

**Spread:** +115 basis points versus UST 4.500% due 02/15/16 (Strike Price: 99-10, Strike Yield: 4.715%)

**Redemption:** The notes are not subject to redemption or repayment prior to maturity

**Credit Rating:** Baa2/BBB/BBB(Moody s/S&P/Fitch) (Stable/Stable/Negative)

**Ranking:** The Securities are unsecured and rank subordinate to all FMBI senior indebtedness

**Method of Distribution:** SEC Registered, Shelf Takedown

**Use of Proceeds:** Acquisition Financing

**Underwriter:** Keefe, Bruyette & Woods

**CUSIP:** 320867 AA 2

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free at 1-800-966-1559.