

EDWARDS O RALPH
 Form 4
 February 21, 2003
 SEC Form 4

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| <p align="center">FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Edwards, O. Ralph</p> <p>(Last) (First) (Middle)</p> <p>300 Park Boulevard, Suite 405</p> <p>(Street)</p> <p>Itasca, IL 60143</p> <p>(City) (State) (Zip)</p> <p>USA</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Midwest Bancorp, Inc. FMBI</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p align="center">February 19, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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) |
| Common Stock | | | Code V | Amount Price A/D Price | 6,839 (1) | D | |
| | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. (over)
 SEC 1474 (9-02)

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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 | 2. Conversion or Exercise | 3. Transaction Date | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable(DE) and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
| | | | | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | any (Month/Day/Year) | Code and Voluntary Code (Instr.8) | Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Date(ED) (Month/Day/Year) | Securities (Instr. 3 and 4) | Security (Instr.5) | Beneficially Owned Following Reported Transactions (Instr.4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | Owners (Instr.4) |
|--|------------------------------|------------------|----------------------|-----------------------------------|---|---------------------------|-----------------------------|--------------------|--|---|------------------|
| Non-Qualified Stock Option (right to buy) | \$18.8750 | | | | | 05/17/2001 05/17/2010 | Common Stock - 2,011 | | 2,011 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.5000 | | | | | 02/21/2002 02/21/2011 | Common Stock - 2,500 | | 2,500 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.6950 | | | | | 02/20/2003 02/20/2012 | Common Stock - 2,215 | | 2,215 | D | |
| Phantom Stock under NQ Deferred Comp. Plan | 1-for-1 | | | | | Immed. (2) | Common Stock - 6,069 | | 6,069 (3) | D | |
| Non-Qualified Stock Option (right to buy) | \$26.2550 | 02/19/2003 | | A | (A) 2,342 | 02/19/2004 02/19/2013 | Common Stock - 2,342 | | 2,342 | D | |
| Non-Qualified Stock Option (right to buy) | \$20.1334 | | | | | 11/19/1998 11/19/2007 | Common Stock - 1,594 | | 1,594 | D | |
| Non-Qualified Stock Option (right to buy) | \$21.7000 | | | | | 02/18/1999 02/18/2008 | Common Stock - 854 | | 854 | D | |
| Non-Qualified Stock Option (right to buy) | \$18.5500 | | | | | 02/17/2000 02/17/2009 | Common Stock - 998 | | 998 | D | |
| Non-Qualified Stock Option (right to buy) | \$18.4000 | | | | | 02/16/2001 02/16/2010 | Common Stock - 1,005 | | 1,005 | D | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: By Andrea L. Stangl, Attorney in-fact 02-21-2003

** Signature of Reporting Person

Date

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

see Instruction 6 for procedure.

Power of Attorney

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**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.
FMBI**

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**O. Ralph Edwards
300 Park Boulevard, Suite 405**

Itasca, IL 60143

Explanation of responses:

- (1) Between January 16, 2003 and February 19, 2003 the reporting person acquired 22 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated January 31, 2003.
- (2) Shares of phantom stock are payable in cash following the termination of the reporting person's services as a director of First Midwest Bancorp, Inc.
- (3) Between January 16, 2003 and February 19, 2003 the reporting person acquired 41 shares of First Midwest common stock 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 January 31, 2003.