

FIRST MIDWEST BANCORP INC

Form 4

October 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENT S BELASCO

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) (First) (Middle)
ONE PIERCE PLACE, SUITE 1500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Information Officer

ITASCA, IL 60143

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
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Derivat Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock under NQ Retirement Plan	(1)	09/28/2007	A		2 (2)		(3)	(3)	Common Stock	2	\$ 34.2
Phantom Stock under NQ Retirement Plan	(1)	09/28/2007	A		1 (4)		(3)	(3)	Common Stock	1	\$ 34.2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENT S BELASCO ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	EVP, Chief Information Officer

Signatures

By: Andrea L. Stangl,
Attorney-in-fact
Date: 10/02/2007

**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) Shares of phantom stock in the Nonqualified Retirement Plan have a 1-for-1 conversion ratio.
Between September 19, 2007 and October 2, 2007 the reporting person acquired 2 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Nonqualified Retirement Plan through the bi-weekly employee contribution feature of the Plan. The information in this report is based on a plan statement dated September 28, 2007.
- (2) Shares of phantom stock in the Nonqualified Retirement Plan are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.
Between September 19, 2007 and October 2, 2007 the reporting person acquired 1 share of First Midwest common stock under the First Midwest Bancorp, Inc. Nonqualified Retirement Plan through the quarterly employer contribution feature of the Plan. The information in this report is based on a plan statement dated September 28, 2007.
- (3) Shares of phantom stock in the Nonqualified Retirement Plan are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.
Between September 19, 2007 and October 2, 2007 the reporting person acquired 1 share of First Midwest common stock under the First Midwest Bancorp, Inc. Nonqualified Retirement Plan through the quarterly employer contribution feature of the Plan. The information in this report is based on a plan statement dated September 28, 2007.

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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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