

FIRST MIDWEST BANCORP INC

Form 4

February 20, 2015

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)
02/18/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Info/Ops 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 (A) or (D) Price		
Common Stock ⁽¹⁾	02/18/2015		A		8,482 <u>(2)</u>	A	\$ 0 <u>(2)</u>
					52,109 ⁽³⁾	D	
Common Stock					29,093 ⁽⁴⁾	I	By NQ Stock Option Gain Deferral Plan
Common Stock					6,168 ⁽⁵⁾	I	By Profit Sharing Plan Trust

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

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(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 (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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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

KENT S BELASCO
ONE PIERCE PLACE
SUITE 1500
ITASCA, IL 60143

EVP, Chief Info/Ops Officer

Signatures

Andrea L. Stangl, Attorney-in-fact for Kent S.
Belasco

02/20/2015

____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).

Long Term Incentive Compensation restricted stock units granted pursuant to the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock on the vesting date (less any shares withheld in satisfaction of tax withholding obligations).

The number of restricted stock units represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$16.82 (the average high and low sale price of one share of the Issuer's Common Stock on the date of grant). This award will vest in two equal installments, specifically on the second and third anniversaries of the date of grant.

(3) 14,768 of these shares are restricted stock units.

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- Between February 22, 2014 and February 19, 2015, the Reporting Person acquired 551 shares of First Midwest Bancorp, Inc. Common
- (4) Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 13, 2015.

- Between February 22, 2014 and February 19, 2015, the Reporting Person acquired 117 shares of First Midwest Bancorp, Inc. common
- (5) stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to the Dividend Reinvestment feature of the Plan and 9 shares were sold in satisfaction of quarterly Plan administration fees. This information is based on a Plan statement dated January 6, 2015.

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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