

FIRST MIDWEST BANCORP INC

Form 4

February 09, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Diedrich Robert P

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)

ITASCA, IL 60143

(City) (State) (Zip)

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

02/08/2017

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP, Wealth Management

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	02/08/2017		S		7,673	D 23.7 (1)	0 (2) I By IRA
Common Stock						51,023 (3)	D
Common Stock						7,792 (4)	I By Profit Sharing Plan Trust

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

**Persons who respond to the collection of
information contained in this form are not**

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 (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 Reported Transaction (Instr. 10)
				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
Diedrich Robert P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	EVP, Wealth Management

Signatures

Andrea L. Stangl, Attorney-in-fact for Robert P. Diedrich 02/09/2017

____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).
- Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$23.61 to a high of \$23.78. The
- (1) Reporting Person will provide, upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Between August 25, 2016 and February 9, 2017, the Reporting Person acquired 63 shares of First Midwest Bancorp, Inc. common stock
- (2) under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated January 10, 2017.
- Between August 25, 2016 and February 9, 2017, the Reporting Person acquired 11 shares of First Midwest Bancorp, Inc. common stock
- (3) under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated January 10, 2017.
- (4)

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Between December 17, 2016 and February 9, 2017, the Reporting Person acquired 28 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to the dividend reinvestment feature of the Plan and 1 share was sold from the Reporting Person's Plan account in satisfaction of quarterly Plan administration fees. This information is based on a Plan statement dated January 17, 2017.

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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