

OMEARA JOHN M  
 Form 4  
 February 21, 2003  
 SEC Form 4

<p><b>FORM 4</b></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><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>OMeara, John M.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>300 Park Boulevard, Suite 405</b></p> <hr/> <p>(Street)</p> <p><b>Itasca, IL 60143</b></p> <hr/> <p>(City) (State) (Zip)</p> <p><b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>First Midwest Bancorp, Inc. FMBI</b></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 checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p><b>President &amp; Chief Executive Officer</b></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><b>February 19, 2003</b></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)
			Code   V	Amount   A/D   Price			
Common Stock					74,268	D	
Common Stock					94,341	I	As Trustee for Children
Common Stock					103,505	I	By Family Limited Partnersip
Common Stock					2,858 (1)	I	By IRA
Common Stock					165,091 (2)	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock					149,223 (3)	I	By Profit Sharing Plan Trust
Common Stock					38,287	I	By Spouse

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Common Stock					43,364	I	By Trust for child as beneficiary

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).

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respond unless the form displays a currently valid OMB control number.

(over)  
SEC 1474 (9-02)

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**Form 4 (continued)**

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 and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Beneficial Ownership (Instr.4)
Non-Qualified Stock Option (right to buy)	\$26.2550	02/19/2003		A	(A) 53,476	varies (4)   02/19/2013	Common Stock - 53,476		53,476	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   02/15/2005	Common Stock - 1,278		1,278	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   02/21/2006	Common Stock - 7,631		7,631	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   02/19/2007	Common Stock - 7,948		7,948	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   02/18/2008	Common Stock - 12,397		12,397	D	
Non-Qualified Stock Option (right to buy)	\$28.0850					08/19/2002   02/17/2009	Common Stock - 7,117		7,117	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   02/17/2009	Common Stock - 6,448		6,448	D	
Non-Qualified Stock Option (right to buy)	\$21.8334					08/18/2002   08/18/2009	Common Stock - 7,954		7,954	D	
Non-Qualified Stock Option (right to buy)	\$31.0100					11/09/2002   08/18/2009	Common Stock - 5,601		5,601	D	
Non-Qualified Stock Option	\$18.4000					varies (5)   02/16/2010	Common Stock -		29,054	D	

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(right to buy)							29,054				
Non-Qualified Stock Option (right to buy)	\$28.0850					08/19/2002   02/16/2010	Common Stock - 19,036		19,036	D	
Non-Qualified Stock Option (right to buy)	\$22.5000					varies (6)   02/21/2011	Common Stock - 51,000		51,000	D	
Non-Qualified Stock Option (right to buy)	\$28.6950					varies (7)   02/20/2012	Common Stock - 43,283		43,283	D	
Phantom Stock under NQ Retirement Plan	1-for-1					Immed.   (8)	Common Stock - 13		13	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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**Form 4 (continued)**

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

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**John M. OMeara  
300 Park Boulevard, Suite 405  
Itasca, IL 60143**

**Explanation of responses:**

(1) Between November 8, 2002 and February 19, 2003 the reporting person acquired 18 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) Between November 8, 2003 and February 19, 2003 the reporting person acquired 1,175 shares of First Midwest common 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 31, 2003.

(3) Between November 8, 2003 and February 19, 2003 the reporting person acquired 1,648 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated February 14, 2003.

(4) The stock option vests in two equal annual installments beginning on February 19, 2005.

(5) The stock option vests in two equal annual installments beginning on February 16, 2002.

(6) The stock option vests in two equal annual installments beginning on February 21, 2003.

(7) The stock option vests in two equal annual installments beginning on February 20, 2004.

(8) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.