BRUNNER VERNON A
Form 4
December 14, 2004

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 *
BRUNNER VERNON A

(Last) (First) (Middle)

300 PARK BOULEVARD, SUITE 400

(Street)

ITASCA, IL 60143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST MIDWEST BANCORP INC [FMBI]

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	12/10/2004		M (1)		1,005	A	$ 18.4	1,005	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		M (2)		998	A	$ 18.55	2,003	I	By NQ Stock Option Gain Deferral

									Plan Tr
Common Stock	12/10/2004		M[(3)]	2,011	A	$ 18.875	4,014	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		M[(4)]	1,325	A	$ 20.1334	5,339	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		F[(1)]	512	D	$ 0	4,827	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		F[(2)]	512	D	$ 0	4,315	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		F[(3)]	1,050	D	$ 0	3,265	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/10/2004		F[(4)]	738	D	$ 0	2,527	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock							2,813	I	By Trust

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

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 A Underlying Se (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	$ 20.1334	12/10/2004		M(4)			1,325	11/19/1998	11/19/2007	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.165	12/10/2004		A(5)		738		06/10/2005	11/19/2007	Common Stock
Non-Qualified Stock Option (right to buy)	$ 18.55	12/10/2004		M(2)			998	02/17/2000	02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.165	12/10/2004		A(5)		512		06/10/2005	02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	$ 18.4	12/10/2004		M(1)			1,005	02/16/2001	02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.165	12/10/2004		A(5)		512		06/10/2005	02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	$ 18.875	12/10/2004		M(3)			2,011	05/17/2001	05/17/2010	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.165	12/10/2004		A(5)		1,050		06/10/2005	05/17/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUNNER VERNON A 300 PARK BOULEVARD, SUITE 400 ITASCA, IL 60143	X			

Signatures

By: Andrea L. Stangl, Attorney-in-fact for	12/14/2004
**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) The transaction represents the exercise of 1,005 stock options under the Non-Employee Directors' Stock Option Plan whereby 512 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 493 shares.

(2) The transaction represents the exercise of 998 stock options under the Non-Employee Directors' Stock Option Plan whereby 512 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 486 shares.

(3) The transaction represents the exercise of 2,011 stock options under the Non-Employee Directors' Stock Option Plan whereby 1,050 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 961 shares.

(4) The transaction represents the exercise of 1,325 stock options under the Non-Employee Directors' Stock Option Plan whereby 738 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 587 shares.

(5) The transaction represents a reload stock option granted under the Non-Employee Directors' Stock Option Plan to replace the number of shares tendered in the option exercised on 12/10/04.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.