Carapella Victor P Form 4 May 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31,

OMB APPROVAL

Expires: 2005 Estimated average

_ Other (specify

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director _X__ Officer (give title _

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

FIRST MIDWEST BANCORP INC

Symbol

[FMBI]

(Month/Day/Year)

1(b).

(Print or Type Responses)

Carapella Victor P

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

ONE PIERCE PLACE, SUITE 1500			05/21/2010					below) below) EVP, Comm'l Banking Group Mgr.			
(Street) 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)	Tabl	e I - Non-E	Derivative	Secui	rities Acqu	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	spose	d of (D)	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)	
Common Stock	05/21/2010			A	128 (1)	A	<u>(2)</u>	46,746	D		
Common Stock	05/21/2010			F(3)	141	D	\$ 13.885	46,605	D		
Common Stock								48,915	I	By NQ Stock Option Gain Deferral Plan	
								25,597	I		

Common Stock

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

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title and Amount of		9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monda Day/ Teat)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlying Securities (Instr. 3 an	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Amo or Title Num of Shar		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carapella Victor P ONE PIERCE PLACE **SUITE 1500** ITASCA, IL 60143

EVP, Comm'l Banking Group Mgr.

Signatures

Andrea L. Stangl, Attorney-in-fact for Victor P.

Carapella 05/25/2010

> **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) See attached document for Footnote #1.
- (2) See attached document for Footnote #2.

Reporting Owners 2

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(3) See attached document for Footnote #3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.