

Guinta Caryn J  
 Form 3  
 February 22, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Guinta Caryn J		(Month/Day/Year)	FIRST MIDWEST BANCORP INC [FMBI]	
(Last)	(First)	(Middle)	02/20/2013	
ONE PIERCE PLACE,Â SUITE 1500			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ITASCA,Â ILÂ 60143			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP, Dir of Employee Resources	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,501 <sup>(1)</sup>	D	Â
Common Stock	15,101	I	By Profit Sharing Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	Â (2)	02/24/2014	Common Stock	1,396	\$ 32.715	D	Â
Non-qualified Stock Option (Right to Buy)	Â (3)	05/20/2014	Common Stock	465	\$ 32.75	D	Â
Non-qualified Stock Option (Right to Buy)	Â (4)	02/23/2015	Common Stock	2,901	\$ 33.61	D	Â
Non-qualified Stock Option (Right to Buy)	Â (5)	02/22/2016	Common Stock	4,501	\$ 33.92	D	Â
Non-qualified Stock Option (Right to Buy)	Â (6)	02/21/2017	Common Stock	4,097	\$ 38.62	D	Â
Phantom Stock Under NQ Retirement Plan	Â (7)	Â (7)	Common Stock	48	\$ (7)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guinta Caryn J ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	Â	Â	Â EVP, Dir of Employee Resources	Â

## Signatures

/s/ Caryn J.  
Guinta

02/22/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 number of shares reported includes 7,576 shares of restricted stock subject to vesting requirements.
  - (2) The stock option vests in two equal installments, specifically on February 24, 2006 and February 24, 2007, respectively.
  - (3) The stock option vests in two equal installments, specifically on May 20, 2006 and May 20, 2007, respectively.
  - (4) The stock option vests in two equal installments, specifically on February 23, 2007 and February 23, 2008, respectively.
  - (5) The stock option vests in two equal installments, specifically on February 22, 2008 and February 22, 2009, respectively.
  - (6) The stock option vests in two equal installments, specifically on February 21, 2009 and February 21, 2010, respectively.
  - (7) Shares of phantom stock acquired under the Nonqualified Retirement Plan have a 1-for-1 conversion ratio and are payable in cash upon distribution to the Participant in accordance with the terms of the Plan.

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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