

FIRST MIDWEST BANCORP INC  
 Form 4  
 February 21, 2014

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SCUDDER MICHAEL L

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)

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

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

ONE PIERCE PLACE, SUITE 1500

02/19/2014

President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ITASCA, IL 60143

(City) (State) (Zip)

**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 Ownership (Instr. 4)       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D)                                                                             | Price (D)                                                |                                         |
| Common Stock <sup>(1)</sup>     | 02/19/2014                           |                                                    | A                              |                                                                   | 29,155 <sup>(2)</sup>                                                                         | \$ 0 <sup>(2)</sup>                                      |                                         |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 770                                                                                           |                                                          | I By IRA                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 9,070 <sup>(3)</sup>                                                                          |                                                          | I By NQ Stock Option Gain Deferral Plan |
|                                 |                                      |                                                    |                                |                                                                   | 7,371 <sup>(4)</sup>                                                                          |                                                          | I                                       |

Common  
Stock

By Profit  
Sharing  
Plan Trust

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

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(9-02)

**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 Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 |
| SCUDDER MICHAEL L<br>ONE PIERCE PLACE<br>SUITE 1500<br>ITASCA, IL 60143 | X             |           | President & CEO |       |

## Signatures

Andrea L. Stangl, Attorney-in-fact for Michael L. Scudder  
Date: 02/21/2014

\_\_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) Long Term Incentive Compensation restricted stock award granted pursuant to the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan.
- (2)

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The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$16.078 (the average high and low sale price of one share of the Issuer's common stock on the date of grant). This award will vest in two equal installments, specifically on the second and third anniversaries of the date of grant.

- Between February 27, 2013 and February 21, 2014, the Reporting Person acquired 91 shares of First Midwest Bancorp, Inc. Common
- (3) 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 14, 2014.

- Between February 27, 2013 and February 21, 2014, the Reporting Person acquired the following shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan: (a) 86 shares pursuant to quarterly match
- (4) contributions from the Issuer; (b) 73 shares pursuant to the Dividend Reinvestment feature of the Plan; (c) 226 shares pursuant to payroll contributions; and (d) 11 shares were 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 31, 2014.

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