

FIRST INTERSTATE BANCSYSTEM INC
 Form 4
 November 18, 2013

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 *
 GUENTHNER KEVIN

2. Issuer Name and Ticker or Trading Symbol
 FIRST INTERSTATE
 BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 30918
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Infor. Officer

BILLINGS, MT 59116-0918

(City) (State) (Zip)

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

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)
Class A Common Stock				(A) or (D) Price	8,760	I	By 401(k) Plan
Class A Common Stock	11/14/2014		C	2,897 A \$ 0	19,274	D	

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

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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 20.87	11/14/2013		M		12,000		02/15/2008	02/15/2018	Class B Common Stock
Stock Options	\$ 20.62	11/14/2013		M		12,000		01/25/2007	01/25/2017	Class B Common Stock
Class B Common Stock ⁽¹⁾	\$ 0	11/14/2013		M		24,000		03/05/2010 ⁽¹⁾	12/31/2029 ⁽¹⁾	Class A Common Stock
Class B Common Stock ⁽¹⁾	\$ 0	11/14/2013		F		21,103 ⁽³⁾		03/05/2010 ⁽¹⁾	12/31/2029 ⁽¹⁾	Class A Common Stock
Class B Common Stock ⁽¹⁾	\$ 0	11/14/2013		C		2,897		03/05/2010 ⁽¹⁾	12/31/2029 ⁽¹⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUENTHNER KEVIN PO BOX 30918 BILLINGS, MT 59116-0918			SVP & Chief Infor. Officer	

Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting Person 11/14/2013

__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) On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock, a four-for-one split of Class B common stock, and the creation of a new class of common stock designated as Class A common stock, which is listed on the NASDAQ stock market under the symbol

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"FIBK". The initial public offering of the Class A shares commenced March 23, 2010. The Class B Common Stock is convertible at any time into Class A Common stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B common stock does not expire.

- (2) The price reported in Column 8 of Table II is a weighted average price. These shares of Class B stock were purchased in multiple transactions at prices ranging from \$20.62 to \$20.87. Reporting person undertakes to provide First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.
- (3) Includes 19,655 shares for payment of option exercise price and 1,448 shares for payment of taxes, valued at \$25.33 per share.

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.