

BRUNNER VERNON A
Form 4
December 14, 2004

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 *
BRUNNER VERNON A

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)
300 PARK BOULEVARD, SUITE 400

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

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

(Street)
ITASCA, IL 60143

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

(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 | | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|--------|---|---|--|--|--|
| | | | Code | V | Amount | | | | | (D) |
| 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 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|------------|-------|---|--|
| Common Stock | 12/10/2004 | M ⁽³⁾ | 2,011 | A | \$ 18.875 | 4,014 | I | Plan Tr 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.

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(9-02)

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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) | 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.

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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