

FIRST MIDWEST BANCORP INC

Form 4

February 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Diedrich Robert P

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)
ONE PIERCE PLACE, SUITE 1500

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Director of Wealth Mgmt.

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	02/19/2014		A		7,102 ⁽²⁾	A	\$ 0 ⁽²⁾
Common Stock					50,718 ⁽³⁾	D	
Common Stock					7,246 ⁽⁴⁾	I	By IRA
Common Stock					9,274 ⁽⁵⁾	I	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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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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
Diedrich Robert P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	EVP, Director of Wealth Mgmt.

Signatures

Andrea L. Stangl, Attorney-in-fact for Robert P.
Diedrich 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.

- The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person
(2) 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 August 3, 2013 and February 21, 2014, the Reporting Person acquired 21 shares of First Midwest Bancorp, Inc. common stock
(3) under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated February 19, 2014.

- Between August 3, 2013 and February 21, 2014, the Reporting Person acquired 48 shares of First Midwest Bancorp, Inc. common stock
(4) under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated February 19, 2014.

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- (5) Between August 3, 2013 and February 21, 2014, the Reporting Person acquired 61 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to the Dividend Reinvestment feature of the Plan and 9 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.

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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