

FIRST MIDWEST BANCORP INC
 Form 4
 February 09, 2017

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Wealth Management

ITASCA, IL 60143
 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	02/08/2017		S		7,673	D	23.7 <u>(1)</u>
Common Stock							51,023 <u>(3)</u>
Common Stock							7,792 <u>(4)</u>
						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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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 (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
Diedrich Robert P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			EVP, Wealth Management	

Signatures

Andrea L. Stangl, Attorney-in-fact for Robert P. Diedrich
Date: 02/09/2017

**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).
Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$23.61 to a high of \$23.78. The
- (1) Reporting Person will provide, upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Between August 25, 2016 and February 9, 2017, the Reporting Person acquired 63 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated January 10, 2017.
- (3) Between August 25, 2016 and February 9, 2017, the Reporting Person acquired 11 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated January 10, 2017.
- (4)

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Between December 17, 2016 and February 9, 2017, the Reporting Person acquired 28 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 1 share was 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 17, 2017.

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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