

OMEARA ROBERT P
 Form 144
 September 09, 2004

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form
 concurrently with either placing an order
 with a broker to execute sale or executing
 a sale directly with a market maker.

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1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO.
 First Midwest Bancorp, Inc. 36-3161078

1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE
 300 Park Boulevard, Suite 400 Itasca Illinois 60143

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) IRS INDENT. NO.
 Robert P. O'Meara 329-30-4063

2 (d) ADDRESS STREET CITY STATE ZIP COD
 500 Beachview Drive, PHS Indian River Shores Florida 32963

INSTRUCTION: The person filing this notice should contact the issuer to obtain
 the I.R.S. Identification Number and the S.E.C. File Number

| 3(a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY ----- Broker-Dealer File Number | (c) Number of Shares or Other Units To Be Sold (See instr. 3(c)) | (d) Aggregate Market Value (See instr. 3(d)) | (e) Numb Sha or O Un Outst (See 3(|
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|--------|--|--|--------|-----------|-------|
| Common | Lehman Brothers, 190 S. LaSalle Street, 25th Floor, Chicago, IL | | 20,518 | \$705,600 | 46,51 |
|--------|--|--|--------|-----------|-------|

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60603

Keefe, Bruyette & Woods, 787 7th Avenue, 4th Floor, NY, NY 10019

McDonald Investments, 227 W. Monroe Street, Ste. 1800, Chicago, IL 60606

Stifel, Nicolaus & Co., 501 N. Broadway, 8th Floor, St. Louis, MO 63102

INSTRUCTIONS:

- 1. (a) Name of Issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
 - (b) Such person's I.R.S. identification number, if such person is an entity
 - (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (d) Such person's address, including zip code
- 3. (a) Title of the class of securities being sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I--SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquire) |
|--------------------|-------------------|--|---|
| Common | 7/21/04 | Distribution from First Midwest Bancorp, Inc. Non-qualified Gain Deferral Plan | First Midwest Bancorp. Inc. Non-qualified Gain Deferral Plan |

INSTRUCTIONS:

- 1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the

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arrangement and state when the note or other obligation was discharged in full or the last installment paid.

- 2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II--SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Table with 3 columns: Name and Address of Seller, Title of Securities Sold, Date of Sale. Row 1: Robert P. O'Meara, 500 Beachview Drive, PHS, Indian River Shores, FL 32963; Common; 7/21/04, 6/15/04, 6/14/04.

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The Person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

September 9, 2004

DATE OF NOTICE

Attorney-in-Fact for:

Robert P. O'Meara by /s/ Andrea L. Stangl

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).