

FIRST INTERSTATE BANCSYSTEM INC  
 Form 4  
 May 05, 2014

**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 \*  
**EBZERY WILLIAM B**

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)  
**2 NORTH MAIN, SUITE 301**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/01/2014**

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

**SHERIDAN, WY 82801**  
 (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) |         |   |                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |   |                        |
| Class A Common Stock            | 05/01/2014                           |  | M                              | V   | 2,400   | A  | \$ 13.12  | 102,400 | I | By Trust               |
| Class A Common Stock            |                                      |  |                                |   |   |  |   | 23,750  | I | By Limited Partnership |

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

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SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 13.12   | 05/01/2014                           |  | M                              | 2,400   | 05/27/2004 05/27/2014                                    | Class B Common Stock <sup>(1)</sup>                           | 2,400                         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EBZERY WILLIAM B<br>2 NORTH MAIN, SUITE 301<br>SHERIDAN, WY 82801 |               | X         |         |       |

## Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting Person 05/05/2014

\_\_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).

Simultaneous with exercise of stock options, an election was made to immediately convert Class B commons shares received to Class A (1) common shares. In addition, immediately subsequent to the receipt of Class A shares pursuant to the option exercise, the form of beneficial ownership changed from direct to indirect by trust.

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.