

FIRST INTERSTATE BANCSYSTEM INC  
 Form 4  
 May 09, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SCOTT RANDALL I

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/07/2014

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

PO BOX 30918

(Street)

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

BILLINGS, MT 59116-0918

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   | Price                             |
| Class A Common Stock            |                                      |  |                                | (A)   | 9,648   | I  | By 401(k) Plan                    |
| Class A Common Stock            |                                      |  |                                | (A)   | 2,643   | I  | By Trust                          |

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 Security (Instr. 3 and 4) |                           |                      |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|---|---------------------------|----------------------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                  | Date Exercisable  | Expiration Date           | Title                | Amount |
| Stock Options                              | \$ 13.12   | 05/07/2014                           |  | M                              |   |  | 2,400                | 05/27/2004  | 05/24/2014                | Class B Common Stock |        |
| Stock Options                              | \$ 15.75   | 05/07/2014                           |  | M                              |   |  | 2,208                | 05/09/2005  | 05/24/2014                | Class B Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 05/07/2014                           |  | M                              |   |  | 6,224                | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 05/07/2014                           |  | F                              |   |  | 2,726 <sup>(2)</sup> | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 05/07/2014                           |  | J <sup>(3)</sup>               |   |  | 1,616                | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   |                                      |  |                                |   |  |                      | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   |                                      |  |                                |   |  |                      | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock | 3      |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   |                                      |  |                                |   |  |                      | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   |                                      |  |                                |   |  |                      | 03/05/2010 <sup>(1)</sup>                                   | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |        |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SCOTT RANDALL I<br>PO BOX 30918<br>BILLINGS, MT 59116-0918 | X             | X         |         |       |

## Signatures

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

05/08/2014

\_\_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) The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B common stock does not expire.
- (2) Shares tendered for payment of option exercise price, valued at \$24.30 per share.
- (3) Change in form of beneficial ownership from direct ownership to indirect ownership 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.

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