

FIRST MIDWEST BANCORP INC
 Form 4
 September 09, 2005

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 OMEARA JOHN M

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)
 09/07/2005

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

ITASCA, IL 60143

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/07/2005		M		5,378	A	\$ 37.17	79,646	D	
Common Stock	09/07/2005		M		4,673	A	\$ 37.17	84,319	D	
Common Stock	09/07/2005		M		9,949	A	\$ 37.17	94,268	D	
Common Stock	09/07/2005		S		20,000	D	\$ 38.6079	74,268	D	
Common Stock	09/08/2005		J ⁽¹⁾	V	518	A	\$ 0	74,786	D	

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Common Stock	09/08/2005	J ⁽¹⁾	V	103,505	D	\$ 0	0	I	By Family Limited Partnership
Common Stock	09/08/2005	J ⁽¹⁾	V	518	A	\$ 0	38,805	I	By Spouse
Common Stock							3,056 ⁽²⁾	I	By IRA
Common Stock							223,177 ⁽³⁾	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock							162,111 ⁽⁴⁾ ⁽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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SEC 1474
(9-02)

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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/07/2005		M		5,378	05/24/2005	02/17/2009	Common Stock	5,378	
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/07/2005		M		4,673	05/24/2005	08/18/2009	Common Stock	4,673	
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/07/2005		M		9,949	05/24/2005	02/16/2010	Common Stock	9,949	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMEARA JOHN M ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	X		President & CEO	

Signatures

By: Andrea L. Stangl,
Attorney-in-fact for

09/02/2005

__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 Shares held by the Family Limited Partnership were distributed to the partners of the Family Limited Partnership.
- (2) Between November 27, 2004 and September 9, 2005 the reporting person acquired 63 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated June 24, 2005.
Between November 27, 2004 and September 9, 2005 the reporting person acquired 4,685 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated July 19, 2005.
- (3) Between November 27, 2004 and September 9, 2005 the reporting person acquired 3,442 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated July 22, 2005.
- (4) Between November 27, 2005 and September 9, 2005 the reporting person acquired 810 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated July 6, 2005.

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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