

GUENTHNER KEVIN
Form 4
May 28, 2013

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 *
GUENTHNER KEVIN

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)
PO BOX 30918

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Infor. Officer

BILLINGS, MT 59116-0918

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
Class A Common Stock					8,760	I	By 401(k) Plan
Class A Common Stock	05/24/2013		M		4,383	A	\$ 14.26 ⁽¹⁾
Class A Common Stock	05/24/2013		F		3,470 ⁽²⁾	D	\$ 0 15,220
Class A Common	05/24/2013		C		3,158	A	\$ 0 18,378

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Stock

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options	\$ 17	05/24/2013		M	12,000	01/26/2006 01/26/2016	Class B Common Stock
Stock Options	\$ 15.25	05/24/2013		M	4,620	05/15/2010 05/15/2019	Class B Common Stock
Stock Options	\$ 15	05/24/2013		M	4,908	02/12/2011 02/12/2020	Class B Common Stock
Stock Options	\$ 14.2	05/24/2013		M	2,894	02/14/2012 02/14/2021	Class A Common stock
Stock Options	\$ 14.37	05/24/2013		M	1,489	02/17/2013 02/17/2022	Class A Common Stock
Class B Common Stock ⁽³⁾	\$ 0	05/24/2013		M	21,528	03/05/2010 ⁽³⁾ 12/31/2029 ⁽³⁾	Class A Common Stock
Class B Common Stock ⁽³⁾	\$ 0	05/24/2013		F	18,370 ⁽⁵⁾	03/05/2010 ⁽³⁾ 12/31/2029 ⁽³⁾	Class A Common Stock
Class B Common Stock ⁽³⁾	\$ 0	05/24/2013		C	3,158	03/05/2010 ⁽³⁾ 12/31/2029 ⁽³⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUENTHNER KEVIN PO BOX 30918 BILLINGS, MT 59116-0918			SVP & Chief Infor. Officer	

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person 05/28/2013

__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 price reported in Column 4 of Table I is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.20 to \$14.37. Reporting Person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.
 - (2) Includes 3,014 shares for payment of option exercise price and 456 shares for payment of taxes, valued at \$20.73 per share.

On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock, a four-for-one split of Class B common stock, and the creation of a
 - (3) new class of common stock designated as Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK". 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.

The price reported in Column 8 of Table II is a weighted average price. These shares of Class B stock were purchased in multiple transactions at prices ranging from \$15.00 to \$17.00, and immediately converted to Class A common stock. Reporting Person undertakes
 - (4) to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.
 - (5) Includes 16,791 shares for payment of option exercise price and 1,579 shares for payment of taxes, valued at \$20.73 per share.

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.