

FIRST MIDWEST BANCORP INC
 Form 4
 February 21, 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 *
 Carapella Victor P

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)
 02/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Dir. of Comm'l Banking

ITASCA, IL 60143
 (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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	02/19/2014		A	V Amount (A) or (D) Price (A) or (D)	10,286 ⁽²⁾ \$ 0 ⁽²⁾	94,604 ⁽³⁾ ⁽⁴⁾	D
Common Stock					49,880 ⁽⁵⁾	I	By NQ Stock Option Gain Deferral Plan
Common Stock					26,009 ⁽⁶⁾	I	By Profit Sharing Plan

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carapella Victor P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			EVP, Dir. of Comm'l Banking	

Signatures

Andrea L. Stangl, Attorney-in-fact for Victor P. Carapella
 Date: 02/21/2014

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) Long Term Incentive Compensation restricted stock units granted pursuant to the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan.
 The number of units represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$16.078 (the average high and low sale price of one share of the Issuer's common stock on the date of grant). This award will vest in two equal installments, specifically on the second and third anniversaries of the date of grant.
- (3) Between February 27, 2013 and February 21, 2014, the Reporting Person acquired 70 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a statement dated January 14, 2014.

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- (4) 39,174 of these shares are restricted stock units.

Between February 27, 2013 and February 21, 2014, the Reporting Person acquired 503 shares of First Midwest Bancorp, Inc. Common

- (5) 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 January 14, 2014.

Between February 27, 2013 and February 21, 2014, the Reporting Person acquired 261 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to the Dividend Reinvestment feature of the Plan

- (6) and 38 shares were sold from the Reporting Person's Plan account in satisfaction of quarterly Plan administration fees. This information is based on a Plan statement dated January 31, 2014.

Remarks:

Exhibit 24 - Power of Attorney

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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