

GUENTHNER KEVIN
Form 4
February 05, 2013

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 *
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)
02/01/2013

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

BILLINGS, MT 59116-0918

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | | | | | 8,760 | I | By 401(k) Plan |
| Class A Common Stock | 02/01/2013 | | C | 2,198 A | \$ 0 12,865 | D | |
| Class A Common Stock | 02/05/2013 | | S | 1,009 D | \$ 17.29 11,856 | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|---------------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Options | \$ 12.37 | 02/01/2013 | | M | | 8,000 | | 02/04/2004 | 02/04/2014 | Class B Common Stock |
| Stock Options | \$ 13.87 | 02/01/2013 | | M | | 6,800 | | 02/03/2005 | 02/03/2015 | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 02/01/2013 | | M | | 14,800 | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 02/01/2013 | | F | | 12,602 | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 02/01/2013 | | C | | 2,198 | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | 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

02/05/2013

__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).

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

(1) 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.

(2) Includes 11,217 shares for payment of option exercise price and 1,385 shares for payment of taxes, valued at \$17.23 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.

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