

OMEARA JOHN M  
Form 4  
November 26, 2004

**FORM 4**

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

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

## OMB APPROVAL

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

(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)  
300 PARK BOULEVARD, SUITE  
405

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/24/2004

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

(Street)  
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price      |                                                                                               |                                                          |                                                       |
| Common Stock                    | 11/24/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   | 7,954  | A          | \$ 21.8334 | 180,728                                                                                       | I                                                        | By NQ Stock Option Gain Deferral Plan Tr              |
| Common Stock                    | 11/24/2004                           |                                                    | M <sup>(2)</sup>               |                                                                   | 29,054 | A          | \$ 18.4    | 209,782                                                                                       | I                                                        | By NQ Stock Option Gain Deferral                      |

Edgar Filing: OMEARA JOHN M - Form 4

|                 |            |                  |        |   |           |         |   |                                                                    |
|-----------------|------------|------------------|--------|---|-----------|---------|---|--------------------------------------------------------------------|
| Common<br>Stock | 11/24/2004 | M <sup>(3)</sup> | 51,000 | A | \$ 22.5   | 260,782 | I | Plan Tr<br>By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr |
| Common<br>Stock | 11/24/2004 | M <sup>(4)</sup> | 7,117  | A | \$ 28.085 | 267,899 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | M <sup>(5)</sup> | 19,036 | A | \$ 28.085 | 286,935 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | M <sup>(6)</sup> | 1,278  | A | \$ 31.01  | 288,213 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | M <sup>(7)</sup> | 4,547  | A | \$ 28.695 | 292,760 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | F <sup>(1)</sup> | 4,673  | D | \$ 0      | 288,087 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | F <sup>(2)</sup> | 14,383 | D | \$ 0      | 273,704 | I | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan Tr            |
| Common<br>Stock | 11/24/2004 | F <sup>(3)</sup> | 30,872 | D | \$ 0      | 242,832 | I | By NQ<br>Stock<br>Option<br>Gain                                   |

Edgar Filing: OMEARA JOHN M - Form 4

|              |            |                  |        |   |      |                                           |   |                                          |
|--------------|------------|------------------|--------|---|------|-------------------------------------------|---|------------------------------------------|
| Common Stock | 11/24/2004 | F <sup>(4)</sup> | 5,378  | D | \$ 0 | 237,454                                   | I | Deferral Plan Tr                         |
|              |            |                  |        |   |      |                                           |   | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | 11/24/2004 | F <sup>(5)</sup> | 14,384 | D | \$ 0 | 223,070                                   | I | By NQ Stock Option Gain Deferral Plan Tr |
|              |            |                  |        |   |      |                                           |   | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | 11/24/2004 | F <sup>(6)</sup> | 1,067  | D | \$ 0 | 222,003                                   | I | By NQ Stock Option Gain Deferral Plan Tr |
|              |            |                  |        |   |      |                                           |   | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | 11/24/2004 | F <sup>(7)</sup> | 3,511  | D | \$ 0 | 218,492                                   | I | By NQ Stock Option Gain Deferral Plan Tr |
|              |            |                  |        |   |      |                                           |   | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock |            |                  |        |   |      | 74,268                                    | D |                                          |
| Common Stock |            |                  |        |   |      | 103,505                                   | I | By Family Limited Partnership            |
| Common Stock |            |                  |        |   |      | 2,993 <sup>(8)</sup>                      | I | By IRA                                   |
| Common Stock |            |                  |        |   |      | 157,859 <sup>(9)</sup><br><sup>(10)</sup> | I | By Profit Sharing Plan Trust             |
| Common Stock |            |                  |        |   |      | 38,287                                    | I | By Spouse                                |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

Edgar Filing: OMEARA JOHN M - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                            | Expiration<br>Date | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 31.01                                                              | 11/24/2004                              |                                                             | M <sup>(6)</sup>                        |                                                                                                        |                                                                | 1,278  | 11/09/2002                                     | 02/15/2005         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.085                                                             | 11/24/2004                              |                                                             | M <sup>(4)</sup>                        |                                                                                                        |                                                                | 7,117  | 08/19/2002                                     | 02/17/2009         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.17                                                              | 11/24/2004                              |                                                             | A <sup>(11)</sup>                       |                                                                                                        | 5,378                                                          |        | 05/24/2005                                     | 02/17/2009         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 21.8334                                                            | 11/24/2004                              |                                                             | M <sup>(1)</sup>                        |                                                                                                        |                                                                | 7,954  | 08/18/2002                                     | 08/18/2009         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.17                                                              | 11/24/2004                              |                                                             | A <sup>(11)</sup>                       |                                                                                                        | 4,673                                                          |        | 05/24/2005                                     | 08/18/2009         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 18.4                                                               | 11/24/2004                              |                                                             | M <sup>(2)</sup>                        |                                                                                                        |                                                                | 29,054 | <sup>(12)</sup>                                | 02/16/2010         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.085                                                             | 11/24/2004                              |                                                             | M <sup>(5)</sup>                        |                                                                                                        |                                                                | 19,036 | 08/19/2002                                     | 02/16/2010         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.17                                                              | 11/24/2004                              |                                                             | A <sup>(11)</sup>                       |                                                                                                        | 14,383                                                         |        | 05/24/2005                                     | 02/16/2010         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.17                                                              | 11/24/2004                              |                                                             | A <sup>(11)</sup>                       |                                                                                                        | 14,384                                                         |        | 05/24/2005                                     | 02/16/2010         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.5                                                               | 11/24/2004                              |                                                             | M <sup>(3)</sup>                        |                                                                                                        |                                                                | 51,000 | <sup>(13)</sup>                                | 02/21/2011         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.17                                                              | 11/24/2004                              |                                                             | A <sup>(11)</sup>                       |                                                                                                        | 30,872                                                         |        | 05/24/2005                                     | 02/21/2011         | Common<br>Stock |

|                                                 |           |            |                   |       |                 |            |                 |
|-------------------------------------------------|-----------|------------|-------------------|-------|-----------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 28.695 | 11/24/2004 | M <sup>(7)</sup>  | 4,547 | <sup>(14)</sup> | 02/20/2012 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 37.17  | 11/24/2004 | A <sup>(11)</sup> | 3,511 | 05/24/2005      | 02/20/2012 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                    | Director      | 10% Owner | Officer         | Other |
| OMEARA JOHN M<br>300 PARK BOULEVARD, SUITE 405<br>ITASCA, IL 60143 | X             |           | President & CEO |       |

## Signatures

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

11/26/2004

\_\_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 transaction represents the exercise of 7,954 stock options under the Omnibus Stock & Incentive Plan whereby 4,673 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 3,281 shares.
- (2) The transaction represents the exercise of 29,054 stock options under the Omnibus Stock & Incentive Plan whereby 14,383 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 14,671 shares.
- (3) The transaction represents the exercise of 51,000 stock options under the Omnibus Stock & Incentive Plan whereby 30,872 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 20,128 shares.
- (4) The transaction represents the exercise of 7,117 stock options under the Omnibus Stock & Incentive Plan whereby 5,378 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 1,739 shares.
- (5) The transaction represents the exercise of 19,036 stock options under the Omnibus Stock & Incentive Plan whereby 14,384 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 4,652 shares.
- (6) The transaction represents the exercise of 1,278 stock options under the Omnibus Stock & Incentive Plan whereby 1,067 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 211 shares.
- (7) The transaction represents the exercise of 4,547 stock options under the Omnibus Stock & Incentive Plan whereby 3,511 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 1,036 shares.
- (8) Between May 27, 2004 and November 26, 2004 the reporting person acquired 38 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 September 24, 2004.
- (9)

## Edgar Filing: OMEARA JOHN M - Form 4

Between May 27, 2004 and November 26, 2004 the reporting person acquired 1,991 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 October 25, 2004.

- (10) Between May 27, 2004 and November 26, 2004 the reporting person acquired 86 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 November 18, 2004.
- (11) The transaction represents a reload stock option granted under the Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 11/24/04.
- (12) The stock option vests in two equal annual installments beginning on February 16, 2002.
- (13) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (14) The stock option vests in two equal annual installments beginning on February 20, 2004.

### Remarks:

1) The reporting person no longer has a reportable beneficial interest in the 137,705 shares of FMBI common stock owned by

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.