

FIRST MIDWEST BANCORP INC
 Form 4
 September 19, 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 ROBERT 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)
09/16/2005

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

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

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		
Common Stock	09/16/2005		M ⁽¹⁾	28,795	A \$ 26.255	310,660	D
Common Stock	09/16/2005		M ⁽²⁾	26,346	A \$ 28.695	337,006	D
Common Stock	09/16/2005		F ⁽¹⁾	23,269	D \$ 0	313,737	D
Common Stock	09/16/2005		F ⁽²⁾	22,524	D \$ 0	291,213	D
Common Stock	09/16/2005		M ⁽³⁾	2,889	A \$ 32.715	294,102	D

Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

Common Stock	09/16/2005	F ⁽³⁾	2,513	D	\$ 0	291,589	D	
Common Stock						30,468	I	By IRA
Common Stock						198,436	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock						153,287	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)

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
Non-Qualified Stock Option (right to buy)	\$ 28.695	09/16/2005		M ⁽²⁾	26,346	⁽⁴⁾ 02/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.255	09/16/2005		M ⁽¹⁾	28,795	⁽⁵⁾ 02/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.715	09/16/2005		M ⁽³⁾	2,889	02/24/2005 02/24/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.615	09/16/2005		A ⁽⁶⁾	2,513	03/16/2006 02/24/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMEARA ROBERT P ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	X			

Signatures

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

09/19/2005

__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 transaction represents the exercise of 28,795 stock options under the Omnibus Stock & Incentive Plan whereby 23,269 previously acquired shares were tendered as payment of the exercise price and tax liability with the resulting value realized being issued to the reporting person in the form of 5,526 shares.

(2) The transaction represents the exercise of 26,346 stock options under the Omnibus Stock & Incentive Plan whereby 22,524 previously acquired shares were tendered as payment of the exercise price and tax liability with the resulting value realized being issued to the reporting person in the form of 3,822 shares.

(3) The transaction represents the exercise of 2,889 stock options under the Non-Employee Directors' Stock Option Plan whereby 2,513 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being issued to the reporting person in the form of 376 shares.

(4) The stock option vests in two equal annual installments beginning on February 20, 2004.

(5) The stock option vests in two equal annual installments beginning on February 19, 2005.

(6) The transaction represents a reload stock option granted under the Non-Employee Directors' Stock Option Plan to replace the number of shares tendered in the option exercised on 9/16/05.

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.