FIRST MIDWEST BANCORP INC

Form 4

September 09, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * OMEARA JOHN M | | | 2. Issu Symbo | uer Name and Ticker or Trading l | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|---------------------|---------------|-----------------------|--|-----------------|--|----------------|-------------|--|--|
| | | FIRST [FMB | I MIDWEST BANCORP INC | (Check all applicable) | | | | | | |
| (Last) | (First) | (Middle) | 3. Date | of Earliest Transaction | | Director | | | | |
| | | | (Month | /Day/Year) | X belo | C Officer (give town) | itle Other | er (specify | | |
| ONE PIERCE PLACE, SUITE 1500 | | | 09/07 | /2005 | President & CEO | | | | | |
| | (Street) | | 4. If Ar | mendment, Date Original | 6. I | ndividual or Joi | nt/Group Filir | ng(Check | | |
| | | | Filed(Month/Day/Year) | | | Applicable Line) | | | | |
| | | | | | | _X_ Form filed by One Reporting Person | | | | |
| ITASCA, IL 60143 | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Ta | able I - Non-Derivative Securities Acq | quire | d, Disposed of, | or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Date | 2A. Deeme | ed | 3. 4. Securities Acquired (A |) or | 5. Amount of | 6. | 7. Nature | | |
| Security | (Month/Day/Year) | Execution | Date, if | TransactionDisposed of (D) | | Securities | Ownership | Indirect | | |

| | | | | | | _ | | | - |
|--------------------------------------|---|---|---|---|------------------|---------------|--|---|---|
| 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 onDisposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Common Stock | 09/07/2005 | | M | 5,378 | A | \$ 37.17 | 79,646 | D | |
| Common Stock | 09/07/2005 | | M | 4,673 | A | \$ 37.17 | 84,319 | D | |
| Common Stock | 09/07/2005 | | M | 9,949 | A | \$ 37.17 | 94,268 | D | |
| Common Stock | 09/07/2005 | | S | 20,000 | D | \$ 38.6079 | 74,268 | D | |
| Common Stock | 09/08/2005 | | J <u>(1)</u> V | 518 | A | \$ 0 | 74,786 | D | |

Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

| Common Stock | 09/08/2005 | J <u>(1)</u> | V | 103,505 | D | \$ 0 | 0 | I | By Family Limited Partnership |
|-----------------|------------|--------------|---|---------|---|------|--------------------|---|---|
| Common Stock | 09/08/2005 | J <u>(1)</u> | V | 518 | A | \$ 0 | 38,805 | I | By Spouse |
| Common Stock | | | | | | | 3,056 (2) | I | By IRA |
| Common Stock | | | | | | | 223,177 (3) | I | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | | | | | | | 162,111 (4) (5) | I | By Profit Sharing Plan Trust |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---------|--|--------------------|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Share |
| Non-Qualified Stock Option (right to buy) | \$ 37.17 | 09/07/2005 | | M | 5,378 | 05/24/2005 | 02/17/2009 | Common Stock | 5,3 |
| Non-Qualified Stock Option (right to buy) | \$ 37.17 | 09/07/2005 | | M | 4,673 | 05/24/2005 | 08/18/2009 | Common Stock | 4,6 |
| Non-Qualified Stock Option (right to buy) | \$ 37.17 | 09/07/2005 | | M | 9,949 | 05/24/2005 | 02/16/2010 | Common Stock | 9,9 |

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OMEARA JOHN M

ONE PIERCE PLACE, SUITE 1500 X President & CEO

ITASCA, IL 60143

Signatures

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

09/02/2005

**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 Shares held by the Family Limited Partnership were distributed to the partners of the Family Limited Partnership.
- (2) Between November 27, 2004 and September 9, 2005 the reporting person acquired 63 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 June 24, 2005.
- Between November 27, 2004 and September 9, 2005 the reporting person acquired 4,685 shares of First Midwest common stock pursuant (3) 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 July 19, 2005.
- Between November 27, 2004 and September 9, 2005 the reporting person acquired 3,442 shares of First Midwest common stock pursuant (4) 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 July 22, 2005.
- Between November 27, 2005 and September 9, 2005 the reporting person acquired 810 shares of First Midwest Bancorp, Inc. common (5) stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated July 6, 2005.

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.

Reporting Owners 3