Edgar Filing: SMITH MICHAEL T - Form 4

SMITH MI										
April 22, 20	ЛЛ	STATES	SECU	RITIES A	AND EX	CHAN	IGE	COMMISSIO		PPROVAL
		~~		shington					Number:	3235-0287
Check t if no lor subject Section Form 4	ger STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated burden hou response	urs per
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17(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 SMITH M	Address of Reporting		Symbol	er Name an				5. Relationship o Issuer	of Reporting Per	:son(s) to
			TELEI [TDY]	DYNE TE	CHNOL	OGIES	5 INO	(Cho	eck all applicabl	e)
(Mo			(Month/Dav/Year) —				X Director Officer (give below)	Officer (give title Other (specify		
	(Street) 4. If Amendment Filed(Month/Day/				ent, Date Original 6. Individual or Jo ay/Year) Applicable Line) _X_ Form filed by O					
THOUSAN	ND OAKS, CA 91	360							More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securit	ies A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) or of (D)		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	(D) P	rice	(instr. 5 and 4)		
Reminder: Re	port on a separate line	e for each cla	ss of sec	urities bene	Perso	ons who	o res	r indirectly. pond to the colle ained in this forn		SEC 1474 (9-02)

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securi
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)		(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		l of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Non-Employee Director Stock Option (right-to-buy)	\$ 43.32	04/21/2010		A		4,000 (1)		04/21/2011	04/21/2020	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips				
	Director	10% Owner	Officer	Other			
SMITH MICHAEL T 1049 CAMINO DOS RIOS THOUSAND OAKS, CA 91360	Х						
Signatures							
Michael T. Smith by Melanie S. Cibik pursuant to Power of Attorney previously filed with							

hae 1. Smith by Melanie S. Clock pursuant to Power of Attorney previously filed with 04/22/2010 SEC.

**Signature of Reporting Person

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).

Abstain

Represents annual stock option grant automatically issued after the Annual Meeting to Non-Employee Directors under the Teledyne (1) Technologies Incorporated 2008 Incentive Award Plan - Non-Employee Director Administrative Rules.

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. new roman">Abstain

Broker Non-Votes 57,813,208 3,142,255 86,664 5,700,549

John E. Rooney (Approved)	
For	Against	Abstain
52,645,234	8,316,643	80,250

Broker Non-Votes 5,700,549

Ellen A. Rudnick (Approved)

Reporting Owners

Date

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For 59,411,982	Against 1,547,644	Abstain 82,501	Broker Non-Votes 5,700,549					
Phupinder S. Gill (Ap	proved)							
For	Against	Abstain	Broker Non-Votes					
60,027,090	931,930	83,107	5,700,549					
Michael J. Small (App	proved)							
For	Against	Abstain	Broker Non-Votes					
60,086,254	861,037	94,836	5,700,549					
Peter J. Henseler (Approved)								
For	Against	Abstain	Broker Non-Votes					
60,177,409	775,950	88,768	5,700,549					
Proposal 2 (Approved) - Advisory (non-binding) vote ratifying the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2011.								
For	Against	Abstain	Broker Non-Votes					
65,190,472	1,306,983	245,221						
Proposal 3 (Approved) - Advisory (non-binding) vote approving executive compensation.								
For	Against	Abstain	Broker Non-Votes					
56,640,269	3,160,837	1,241,021	5,700,549					

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused

this report to be signed on its behalf by the undersigned thereunto duly authorized.

First Midwest Bancorp, Inc. (Registrant)

Date: May 19, 2011

/s/ CYNTHIA A. LANCE By: Cynthia A. Lance Executive Vice President and Corporate Secretary