## SCUDDER MICHAEL L

Form 4

December 20, 2011

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  See Instruction 1(b).  OMB APPROVAL  OMB Number:  Saction 15 And Exchange Commission Washington, D.C. 20549  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  OMB Number:  January 31, 2005  Estimated average burden hours per response  5 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 *  SCUDDER MICHAEL L  Symbol FIRST M.  [FMBI]				Ticker or T			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) ONE PIERCE	(First) (Middle) 3. Date of 1 (Month/Da RCE PLACE, SUITE 1500 12/16/20			nsaction			_X_ Director 10% Owner Officer (give title Other (specify below)  President & CEO				
ITASCA, IL 6	dment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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							lly Owned				
	any	eemed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. SecuritonAcquired Disposed (Instr. 3,	(A) of of (D) 4 and (A) or	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)		
Common Stock	12/16/2011		A	860 (1)		<u>(2)</u>	189,729	D			
Common Stock							770	I	By IRA		
Common Stock							8,941	I	By NQ Stock Option Gain Deferral		

Plan

6,585 <u>(3)</u>

I

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Common By Profit Stock Sharing

Plan Trust

Common Stock

Ι By Trust 14,602

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 (9-02)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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transacti Code	5. orNumber of	6. Date Exerc Expiration D (Month/Day/	ate	7. Title Amour Underl	nt of	8. Price of Derivative Security	9. Nu Deriv Secu
(Instr. 3)	Price of		any (Month/Day/Year)	(Instr. 8)		`	i cai j	Securit		(Instr. 5)	Bene
(111501. 5)	Derivative		(Mondin Day/ Tear)	(111511.0)	Securities				3 and 4)	(111501. 5)	Owne
	Security				Acquired			(223047			Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						*	Date	Title			
				Code V	(A) (D)				of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting owner runner ruantess	

Director 10% Owner Officer Other

SCUDDER MICHAEL L ONE PIERCE PLACE **SUITE 1500** 

President & CEO

ITASCA, IL 60143

# **Signatures**

Andrea L. Stangl, Attorney-in-fact for Michael L. 12/20/2011 Scudder

X

\*\*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).

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- Represents a portion of base salary paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting

  (1) Person may not transfer the shares during the period the Company has any obligations outstanding under the U.S. Treasury's

  Troubled Asset Relief Program except in the case of the Reporting Person's death or disability.
- The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$9.37 (the average high and low sale price of one share of the company's common stock as quoted on the Nasdaq Stock Market on December 15, 2011).
- Pursuant to a statement dated December 15, 2011, reflects shares sold from the Reporting Person's account under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan in satisfaction of quarterly Plan administration fees.

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.