

FIRST INTERSTATE BANCSYSTEM INC

Form 4

February 06, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Huston Michael G.

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Ex. VP & Chief Banking Officer

PO BOX 30918

(Street)

4. If Amendment, Date Original
Filed(Month/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

BILLINGS, MT 59116

(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
Class A Common Stock					14,698	I	By Trust
Class A Common Stock	02/05/2013		M		3,600	A	\$ 0
Class A Common Stock	02/05/2013		M		3,600	D	\$ 17.4393 (1)
Class A Common Stock					4,972	I	By 401(k) Plan

Stock

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

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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 Amount Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options	\$ 12.37	02/05/2013		M		3,600		02/06/2004	02/06/2014	Class B Common Stock	3,600
Class B Common Stock ⁽²⁾	\$ 0	02/05/2013		M		3,600		03/05/2010 ⁽²⁾	12/31/2029 ⁽²⁾	Class A Common Stock	3,600
Class B Common Stock ⁽²⁾	\$ 0	02/05/2013		M		3,600		03/05/2010 ⁽²⁾	12/31/2029 ⁽²⁾	Class A Common Stock	3,600
Class B Common Stock ⁽²⁾	\$ 0	02/05/2013		F		137 ⁽³⁾		03/05/2010 ⁽²⁾	12/31/2029 ⁽²⁾	Class A Common Stock	137
Class B Common Stock ⁽²⁾	\$ 0							03/05/2010 ⁽²⁾	12/31/2029 ⁽²⁾	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huston Michael G. PO BOX 30918 BILLINGS, MT 59116			Ex. VP & Chief Banking Officer	

Signatures

/s/ TERRILL R. MOORE, Attorney in Fact for Reporting
Person

02/06/2013

__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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.36 to \$17.5001. Reporting Person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.

(2) On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock, a four-for-one split of Class B common stock, and the creation of a new class of common stock designated as Class A common stock. An initial public offering of the Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK", was commenced March 23, 2010 and concluded March 29, 2010. The Class B Common Stock is convertible at any time into Class A Common stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B common stock does not expire.

(3) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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