KENT S BELASCO

Form 4 May 26, 2009

# FORM 4

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

**SECURITIES** 

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

(Middle)

Expires: January 31, 2005

100/ 0-----

subject to
Section 16.
Form 4 or
Form 5

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 5 obligations may continue. 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

Symbol

[FMBI]

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

FIRST MIDWEST BANCORP INC

1(b).

(Print or Type Responses)

KENT S BELASCO

1. Name and Address of Reporting Person \*

See Instruction

| (Last)          | (First) (N                              | Middle)                        | 3. Date of | Earliest Tr                       | rliest Transaction |  |   | Director              |              | Owner  |  |
|-----------------|---|--------------------------------|------------|-----------------------------------|--------------------|--|---|-----------------------|--------------|--|--|
|                 |   | (Month/Day/Year)               |            |                                   |                    |  | _X_ Officer (give   |                       |              |  |  |
| ONE PIERO       | E 1500                                  | 05/21/2009                     |            |                                   |                    |  | below) below) EVP, Chief Information Officer  |                       |              |  |  |
|                 |   | 4. If Amendment, Date Original |            |                                   |                    |  | 6. Individual or Joint/Group Filing(Check   |                       |              |  |  |
| ITASCA, II      |   | Filed(Month/Day/Year)          |            |                                   |                    |  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |                       |              |  |  |
| 11715071, 11    | 2 001 15                                |                                |            |                                   |                    |  |   | Person                |              |  |  |
| (City)          | Table I - Non-Derivative Securities Acq |                                |            |                                   |                    | quired, Disposed of, or Beneficially Owned |   |                       |              |  |  |
| 1.Title of      | 2. Transaction Date                     |                                |            | 3.                                | 4. Securi          |  | -   | 5. Amount of          | 6. Ownership |  |  |
| Security        | (Month/Day/Year)                        | Execution                      | n Date, if | Transaction(A) or Disposed of (D) |                    |  |   | Securities            | Form: Direct |  |  |
| (Instr. 3)      | (Instr. 3) any                          |                                |            | Code (Instr. 3, 4 and 5)          |                    |  |   | Beneficially          | (D) or       | Beneficial   |  |
|                 |   | (Month/D                       | ay/Year)   | (Instr. 8)                        |                    |  |   | Owned                 | Indirect (I) | Ownership  |  |
|                 |   |                                |            |                                   |                    |  |   | Following<br>Reported | (Instr. 4)   | (Instr. 4)   |  |
|                 |   |                                |            |                                   |                    | (A)  |   | Transaction(s)        |              |  |  |
|                 |   |                                |            |                                   |                    | or   |   | (Instr. 3 and 4)      |              |  |  |
| ~               |   |                                |            | Code V                            | Amount             | (D)  | Price   | ,                     |              |  |  |
| Common<br>Stock | 05/21/2009                              |                                |            | F(1)                              | 125                | D  | \$<br>8.465   | 15,240                | D            |  |  |
| Common<br>Stock |   |                                |            |                                   |                    |  |   | 27,883                | I            | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan |  |
| Common<br>Stock |   |                                |            |                                   |                    |  |   | 5,570                 | I            | By Profit<br>Sharing<br>Plan Trust                   |  |

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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.

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> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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.         | 6. Date Exerc   | cisable and      | 7. Titl    | le and   | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|--------------------------|------------|-----------------|------------------|------------|----------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transact                 | ionNumber  | Expiration Date |                  | Amou       | int of   | Derivative  | J |
| Security    | or Exercise |                     | any                | Code of (Month/Day/Year) |            | Year)           | Under            | lying      | Security | ,           |   |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)               | Derivative |                 |                  | Securities |          | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |                          | Securities |                 | (Instr. 3 and 4) |            |          | (           |   |
|             | Security    |                     |                    |                          | Acquired   |                 |                  |            |          |             | J |
|             |             |                     |                    |                          | (A) or     |                 |                  |            |          |             | J |
|             |             |                     |                    |                          | Disposed   |                 |                  |            |          |             | 7 |
|             |             |                     |                    |                          | of (D)     |                 |                  |            |          |             | ( |
|             |             |                     |                    |                          | (Instr. 3, |                 |                  |            |          |             |   |
|             |             |                     |                    |                          | 4, and 5)  |                 |                  |            |          |             |   |
|             |             |                     |                    |                          |            |                 |                  |            | Amount   |             |   |
|             |             |                     |                    |                          |            |                 |                  |            | or       |             |   |
|             |             |                     |                    |                          |            | Date            | Expiration Date  | Title Num  | Number   |             |   |
|             |             |                     |                    |                          |            | Exercisable     |                  |            | of       |             |   |
|             |             |                     |                    | Code V                   | (A) (D)    |                 |                  |            | Shares   |             |   |
|             |             |                     |                    | Code V                   | (II)       |                 |                  |            | Dilaics  |             |   |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KENT S BELASCO ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP, Chief Information Officer

#### **Signatures**

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

Belasco 05/26/2009

\*\*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).

On May 21, 2008 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 846 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest

(1) in two equal annual installments on the first and second anniversary of the date of grant. On May 21, 2009, 423 shares of the originally granted RSAs vested, of which 125 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person?s tax withholding obligation.

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.

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