SCUDDER MICHAEL L

Form 4

March 29, 2010

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

Symbol

[FMBI]

OMB APPROVAL

OMB Number: 3235-0287

January 31,

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16.

Form 4 or
Form 5

obligations
may continue.

Filed pursua
Section 17(a) o

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

FIRST MIDWEST BANCORP INC

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction 30(n) of the

(Middle)

1(b).

(Print or Type Responses)

SCUDDER MICHAEL L

(Last)	3. Date of Earliest Transaction (Month/Day/Year)					X Director X Officer (gives below)	ve title Other (specify below)				
ONE PIEKC	E PLACE, SUIT	E 1300	03/26/20	10				Pre	sident and CEO		
				dment, Date h/Day/Year)	e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ITASCA, IL	60143							Form filed by Person	More than One Re	eporting	
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) o 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)	
Common Stock	03/26/2010			A	585 (1)	A	<u>(2)</u>	131,728	D		
Common Stock								8,888	I	By NQ Stock Option Gain Deferral Plan	
Common Stock								6,230	I	By Profit Sharing Plan Trust	

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

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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. Transactic Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	int of lying ities	8. Price of Derivative Security (Instr. 5)	
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

10% Owner Officer Other Director

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

President and CEO X

ITASCA, IL 60143

Signatures

Jessica L. Friedman Attorney-in-fact for Michael L. 03/29/2010 Scudder

> **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).
- Represents a portion of base salary paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting 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 (2) by \$14.1550 (the average high and low sale price of one share of the Company's common stock as quoted on the Nasdaq Stock Market on March 25, 2010).
- (3) Between March 17, 2010 and March 29, 2010 the Reporting Person acquired 35 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to payroll contributions. This information is based on a

Reporting Owners 2

SEC 1474

(9-02)

9. Nu Deriv Secu Bene Own Follo

Repo Trans (Insti

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plan statement dated March 18, 2010.

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.