

FIRST MIDWEST BANCORP INC
 Form 4
 February 20, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENT S BELASCO

2. Issuer Name and Ticker or Trading Symbol
FIRST MIDWEST BANCORP INC [FMBI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
ONE PIERCE PLACE, SUITE 1500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Info/Ops Officer

ITASCA, IL 60143

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	02/18/2015		A	8,482 ⁽²⁾ A \$ 0 ⁽²⁾	52,109 ⁽³⁾	D	By NQ Stock
Common Stock					29,093 ⁽⁴⁾	I	Option Gain Deferral Plan
Common Stock					6,168 ⁽⁵⁾	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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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Info/Ops Officer	

Signatures

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

02/20/2015

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).

Long Term Incentive Compensation restricted stock units granted pursuant to the Amended and Restated First Midwest Bancorp, Inc.

(1) Omnibus Stock and Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock on the vesting date (less any shares withheld in satisfaction of tax withholding obligations).

(2) The number of restricted stock units represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$16.82 (the average high and low sale price of one share of the Issuer's Common Stock on the date of grant). This award will vest in two equal installments, specifically on the second and third anniversaries of the date of grant.

(3) 14,768 of these shares are restricted stock units.

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- Between February 22, 2014 and February 19, 2015, the Reporting Person acquired 551 shares of First Midwest Bancorp, Inc. Common
- (4) Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 13, 2015.

- Between February 22, 2014 and February 19, 2015, the Reporting Person acquired 117 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to the Dividend Reinvestment feature of the Plan
- (5) and 9 shares were sold in satisfaction of quarterly Plan administration fees. This information is based on a Plan statement dated January 6, 2015.

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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