

FIRST MIDWEST BANCORP INC
 Form 4
 March 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Sander Mark G

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)
 03/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Executive VP & COO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 03/15/2017 | | F | 2,756 (1) D \$ 24.17 | 175,158 | D | |
| Common Stock | 03/15/2017 | | A | 15,758 (2) A \$ 24.17 | 190,916 | D | |
| Common Stock | 03/15/2017 | | F | 2,402 (3) D \$ 24.17 | 188,514 (4) | D | |
| Common Stock | | | | | 358 | I | Profit Sharing Plan Trust |

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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sander Mark G ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143 | X | | Senior Executive VP & COO | |

Signatures

Andrea L. Stangl, Attorney-in-fact for Mark G. Sander 03/17/2017

__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 February 20, 2013, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2013-2015) performance period, as to which 18,089 performance shares were earned on March 15, 2016. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2017, the second installment of 6,029 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 2,756 shares were surrendered by the Reporting Person 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.
- (1) Represents performance shares earned by the Reporting Person on March 15, 2017. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 19, 2014, subject to a three year (2014-2016) performance period. Of the performance shares earned, 5,253 vested immediately and were paid

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in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 10,505 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2018 and March 15, 2019.

- (3) Reflects the surrender of 2,402 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 2.
- (4) 16,534 of these shares are restricted stock units / performance 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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