

FIRST INTERSTATE BANCSYSTEM INC  
 Form 4  
 November 18, 2013

**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 \*  
 GUENTHNER KEVIN

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)  
 PO BOX 30918  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/14/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & Chief Infor. Officer

BILLINGS, MT 59116-0918

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            |                                      |  |                                | (A) or (D) Price  | 8,760   | I  | By 401(k) Plan  |
| Class A Common Stock            | 11/14/2014                           |  | C                              | 2,897 A \$ 0  | 19,274  | D  |   |

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 Underlying Security (Instr. 3 and 4) |                           |                           |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable          | Expiration Date           | Title                |
| Stock Options                              | \$ 20.87   | 11/14/2013                           |  | M                              |   | 12,000   |   | 02/15/2008                | 02/15/2018                | Class B Common Stock |
| Stock Options                              | \$ 20.62   | 11/14/2013                           |  | M                              |   | 12,000   |   | 01/25/2007                | 01/25/2017                | Class B Common Stock |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 11/14/2013                           |  | M                              |   | 24,000   |   | 03/05/2010 <sup>(1)</sup> | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 11/14/2013                           |  | F                              |   | 21,103 <sup>(3)</sup>                                    |   | 03/05/2010 <sup>(1)</sup> | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |
| Class B Common Stock <sup>(1)</sup>        | \$ 0   | 11/14/2013                           |  | C                              |   | 2,897  |   | 03/05/2010 <sup>(1)</sup> | 12/31/2029 <sup>(1)</sup> | Class A Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| GUENTHNER KEVIN<br>PO BOX 30918<br>BILLINGS, MT 59116-0918 |               |           | SVP & Chief Infor. Officer |       |

## Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting Person 11/14/2013

\_\_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) 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, which is listed on the NASDAQ stock market under the symbol

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"FIBK". The initial public offering of the Class A shares commenced March 23, 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.

- (2) The price reported in Column 8 of Table II is a weighted average price. These shares of Class B stock were purchased in multiple transactions at prices ranging from \$20.62 to \$20.87. Reporting person undertakes to provide 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.
- (3) Includes 19,655 shares for payment of option exercise price and 1,448 shares for payment of taxes, valued at \$25.33 per share.

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.