

MidWestOne Financial Group, Inc.
 Form 4
 May 15, 2013

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 *
POTHOVEN JOHN P

2. Issuer Name and Ticker or Trading Symbol
MidWestOne Financial Group, Inc. [MOFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

102 S. CLINTON STREET, P.O. BOX 1700

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

IOWA CITY, IA 52244-1700

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/15/2013 | | A | 500 ⁽¹⁾ A | \$ 0 27,754 | D | |
| Common Stock | | | | | 300 | I | Self/UTMA Custodian Minor Grandchild ⁽²⁾ |
| Common Stock | | | | | 52,705 | I | By IRA |
| Common Stock | | | | | 3,172 | I | By Spouse |

Stock

Common Stock 1,216 ⁽³⁾ I By Spouse's ESOP

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 16.69 | | | | | 04/01/2009 ⁽⁴⁾ 04/01/2018 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 9.34 | | | | | 01/22/2010 ⁽⁵⁾ 01/22/2019 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTHOVEN JOHN P 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700 | X | | | |

Signatures

Kenneth R. Urmie, under Power of Attorney dated January 22,
2009

05/15/2013

__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) Shares were acquired pursuant to a grant of restricted stock units which vest on May 15, 2014.
Registered to self as custodian for minor grandchild under Uniform Transfers to Minors Act. The reporting person disclaims beneficial
 - (2) ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - (3) Shares held in MidWestOne Financial Group, Inc. Employee Stock Ownership Plan as allocated to reporting person's spouse's account through May 14, 2013. Number of shares reported has increased by 247 due to shares allocated since the previous Form 4.
 - (4) The option vests in four equal annual installments beginning on April 1, 2009.
 - (5) The option vests in four equal annual installments beginning on January 22, 2010.

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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