

Edgar Filing: FIRST MIDWEST BANCORP INC - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy) ⁽¹⁾	08/20/2004	02/17/2009	Common Stock	1,129	\$ 32.825	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	06/16/2005	02/17/2009	Common Stock	1,118	\$ 36.74	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	06/16/2005	08/18/2009	Common Stock	1,877	\$ 36.74	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	06/16/2005	02/16/2010	Common Stock	5,471	\$ 36.74	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	06/16/2005	02/21/2011	Common Stock	266	\$ 36.74	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	02/19/2006	02/21/2011	Common Stock	4,726	\$ 37.37	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	02/20/2012	Common Stock	8,442	\$ 28.695	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽³⁾	02/19/2013	Common Stock	4,827	\$ 26.255	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	02/19/2006	02/19/2013	Common Stock	3,393	\$ 37.37	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁴⁾	02/24/2014	Common Stock	8,116	\$ 32.715	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁵⁾	05/20/2014	Common Stock	812	\$ 32.75	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁶⁾	02/23/2015	Common Stock	11,324	\$ 33.61	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁷⁾	02/22/2016	Common Stock	12,258	\$ 33.92	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁸⁾	02/21/2017	Common Stock	11,655	\$ 38.62	D	Â
Non-Qualified Stock Option (right to buy) ⁽¹⁾	Â ⁽⁹⁾	02/20/2018	Common Stock	16,738	\$ 28.095	D	Â
Phantom Stock under NQ Retirement Plan	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Common Stock	28	\$ ⁽¹⁰⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carapella Victor P ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	Â	Â	Â EVP, Comm'l Banking Group Mgr.	Â

Signatures

By: /s/ Victor P. 12/04/2008
Carapella

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan.
- (2) Represents fully vested stock options.
- (3) Represents fully vested stock options.
- (4) Represents fully vested stock options.
- (5) Represents fully vested stock options.
- (6) Represents fully vested stock options.
- (7) The stock option vests in two equal annual installments specifically on February 22, 2008 and February 22, 2009 respectively.
- (8) The stock option vests in two equal annual installments specifically on February 21, 2009 and February 21, 2010 respectively.
- (9) The stock option vests in two equal annual installments specifically on February 20, 2010 and February 20, 2011 respectively.
- (10) Shares of phantom stock acquired under the Nonqualified Retirement Plan have a 1-for-1 conversion ratio and are payable in cash following the termination of the Reporting Person's employment with First Midwest Bancorp, Inc.

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.