

MB FINANCIAL INC /MD
Form 5/A
March 23, 2007

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BOUMAN ROSE MARIE

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MB FINANCIAL INC /MD [MBFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O MB FINANCIAL, INC., 6111 NORTH RIVER ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
02/14/2007

6. Individual or Joint/Group Reporting

(check applicable line)

ROSEMONT, IL 60018

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	69,629	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	77	I	Custodian for Child
Common Stock	12/31/2006 ⁽⁶⁾	Â	J	757	D	\$ 0	0	I	Stock Bonus Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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)	Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date			
Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common Stock	1,906
Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock	2,128
Stock Option (Right to Buy)	\$ 26.88	Â	Â	Â	Â	Â	08/25/2006 ⁽³⁾	01/24/2013		Common Stock	4,134
Stock Option (Right to Buy)	\$ 28.46	Â	Â	Â	Â	Â	08/25/2006 ⁽⁴⁾	01/31/2012		Common Stock	3,618
Stock Option (Right to Buy)	\$ 32.6	Â	Â	Â	Â	Â	08/25/2006 ⁽⁵⁾	01/27/2014		Common Stock	7,752

Reporting Owners

Reporting Owner Name / Address

Relationships

BOUMAN ROSE MARIE
C/O MB FINANCIAL, INC.
6111 NORTH RIVER ROAD
ROSEMONT, IL 60018

Director 10% Owner Officer Other

Â Â Â Exec Officer of Subsidiary

Signatures

/s/ Doria L. Koros, attorney-in-fact for Ms.
Bouman

03/23/2007

__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) Received in the Merger in exchange for restricted stock units ("RSUs") for 1,834 shares of FOBB common stock.
- (2) Received in the Merger in exchange for RSUs for 2,049 shares of FOBB common stock.
- (3) Received in the Merger in exchange for an option to purchase 4,000 shares of FOBB common stock at an exchange price of \$27.78 per share.
- (4) Received in the Merger in exchange for an option to purchase 3,500 shares of FOBB common stock at an exercise price of \$29.42 per share.
- (5) Received in the Merger in exchange for an option to purchase 7,500 shares of FOBB common stock at an exercise price of \$33.70 per share.

- (6) The purpose of this amendment is to remove the "4" which appeared beside the "J" in the transaction code column of Table I in the original filing, and to remove the "X" from the "Form 4 Transactions Reported" box. The Form 5 was a voluntary filing, as the transaction reported is exempt from the reporting requirements.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.