

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

# FORM 5

**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).  
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 \*  
Peterson Susan Gayle  
  
(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)	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 Ownership (Instr. 4)
Common Stock	12/31/2006 <sup>(1)</sup>	^	J	155 <sup>(6)</sup> D \$ 0 0		I	Stock Bonus Plan
Common Stock	^	^	^	^ ^ ^ 25,514		D	^

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	2,312
Stock Option (Right to Buy)	\$ 26.88	Â	Â	Â	Â	Â	08/25/2006 <sup>(3)</sup>	01/24/2013	Common Stock	1,550
Stock Option (Right to Buy)	\$ 28.46	Â	Â	Â	Â	Â	08/25/2006 <sup>(4)</sup>	01/31/2012	Common Stock	1,550
Stock Option (Right to Buy)	\$ 32.6	Â	Â	Â	Â	Â	08/25/2006 <sup>(2)</sup>	01/27/2014	Common Stock	3,101

## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Peterson Susan Gayle C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018	Â	Â	Â		Exec. Officer of Subsidiary

## Signatures

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

(2) Received in the Merger in exchange for an option to purchase 3,000 shares of FOBB common stock at an exercise price of \$33.70 per share.

(3) Received in the Merger in exchange for an option to purchase 1,500 shares of FOBB common stock at an exercise price of \$27.78 per share.

(4) Received in the Merger in exchange for an option to purchase 1,500 shares of FOBB common stock at an exercise price of \$29.42 per share.

(5) Received in the Merger in exchange for restricted stock units ("RSUs") for 2,215 shares of FOBB common stock.

(6) Reflects the liquidation of all shares of the Issuer's common stock held by the First Oak Brook Stock Bonus Plan, a tax-qualified profit sharing plan, in order to facilitate the merger of such plan into the Issuer's tax-qualified plan.

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.