

SCUDDER MICHAEL L  
 Form 4  
 December 20, 2011

**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 \*  
 SCUDDER MICHAEL L

2. Issuer Name and Ticker or Trading Symbol  
 FIRST MIDWEST BANCORP INC [FMBI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 ONE PIERCE PLACE, SUITE 1500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2011

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

ITASCA, IL 60143

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 Ownership (Instr. 4)           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                       |
| Common Stock                    | 12/16/2011                           |  | A                              |   | 860 <sup>(1)</sup>  | A  | <u>2</u> 189,729                            |
| Common Stock                    |                                      |  |                                |   |   | I  | 770 By IRA                                  |
| Common Stock                    |                                      |  |                                |   |   | I  | 8,941 By NQ Stock Option Gain Deferral Plan |
|                                 |                                      |  |                                |   |   | I  | 6,585 <sup>(3)</sup>                        |



## Edgar Filing: SCUDDER MICHAEL L - Form 4

- (1) Represents a portion of base salary paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting Person may not transfer the shares during the period the Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program except in the case of the Reporting Person's death or disability.
- (2) The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by \$9.37 (the average high and low sale price of one share of the company's common stock as quoted on the Nasdaq Stock Market on December 15, 2011).
- (3) Pursuant to a statement dated December 15, 2011, reflects shares sold from the Reporting Person's account under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan in satisfaction of quarterly Plan administration fees.

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.