

FIRST MIDWEST BANCORP INC  
 Form 4  
 February 21, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 Chulos Nicholas J

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)  
 02/18/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Gen. Counsel, Corp. Sec'y

ITASCA, IL 60143  
 (City) (State) (Zip)

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

**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 or (D) Price			
Common Stock	02/18/2017		F	2,140 (1) D \$ 24.54	30,890	D	
Common Stock	02/19/2017		F	1,816 (2) D \$ 24.54	29,074	D	
Common Stock					4,819 (3)	I	By Profit Sharing Plan Trust

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chulos Nicholas J ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			EVP, Gen. Counsel, Corp. Sec'y	

## Signatures

Andrea L. Stangl, Attorney-in-fact for Nicholas J. Chulos  
 Signature: \_\_\_\_\_ Date: 02/21/2017

\*\*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) On February 18, 2015 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 8,648 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 18, 2017, 4,324 shares of the originally granted RSAs vested, of which 2,140 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

(2) On February 19, 2014 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 8,023 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 19, 2017, the remaining 4,011 shares of the originally granted RSAs vested, of which 1,816 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

(3)

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Between March 17, 2016 and February 21, 2017, the Reporting Person acquired the following shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan: (a) 292 shares pursuant to match contributions from the Company; (b) 634 shares pursuant to payroll contributions; and (c) 71 shares pursuant to the Dividend Reinvestment feature of the Plan. Also, 3 shares were also sold from the Reporting Person's Plan account in connection with certain Plan administration actions. This information is based on a Plan statement dated February 9, 2017.

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.