

FIRST MIDWEST BANCORP INC  
 Form 4  
 March 17, 2017

**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)  
 03/15/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 03/15/2017                           |  | G                              | V 4,628 (1) D \$ 0  | 303,515   | D  |   |
| Common Stock                    | 03/15/2017                           |  | G                              | V 2,067 D \$ 0  | 301,448   | D  |   |
| Common Stock                    | 03/15/2017                           |  | G                              | V 1,157 (1) A \$ 0  | 2,307   | I  | By Spouse as Custodian for Daughter                   |
| Common Stock                    | 03/15/2017                           |  | F                              | 4,137 (2) D \$ 24.17  | 297,311   | D  |   |

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|              |            |   |               |   |          |             |   |                                       |
|--------------|------------|---|---------------|---|----------|-------------|---|---------------------------------------|
| Common Stock | 03/15/2017 | A | 28,315<br>(3) | A | \$ 0     | 325,626     | D |                                       |
| Common Stock | 03/15/2017 | F | 4,314<br>(4)  | D | \$ 24.17 | 321,312 (5) | D |                                       |
| Common Stock |            |   |               |   |          | 770         | I | By IRA                                |
| Common Stock |            |   |               |   |          | 9,608       | I | By NQ Stock Option Gain Deferral Plan |
| Common Stock |            |   |               |   |          | 8,427       | 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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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (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 |
| SCUDDER MICHAEL L<br>ONE PIERCE PLACE<br>SUITE 1500 | X             |           | President & CEO |       |

ITASCA, IL 60143

## Signatures

Andrea L. Stangl, Attorney-in-fact for Michael L. Scudder

03/17/2017

\_\_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) 1,157 of these shares were transferred to the Reporting Person's spouse as custodian for their daughter under the Uniform Transfers to Minors Act.

On February 20, 2013, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2013-2015) performance period, as to which 27,152 performance shares were earned on March 15, 2016. The earned performance shares were scheduled to vest in three equal annual

- (2) installments on the date earned and the first and second anniversary thereof. On March 15, 2017, the second installment of 9,051 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 4,137 shares were surrendered by the Reporting Person 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.

Represents performance shares earned by the Reporting Person on March 15, 2017. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 19, 2014, subject to a three year (2014-2016) performance period. Of the performance shares earned, 9,439 vested immediately and were paid in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 18,876 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2018 and March 15, 2019.

- (3)
- (4) Reflects the surrender of 4,314 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 3.
- (5) 27,926 of these shares are restricted stock units / performance shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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