

DIETRICH MARK M  
 Form 4  
 January 02, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Dietrich, Mark M.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>300 Park Boulevard, Suite 405</b></p> <hr/> <p>(Street)</p> <p><b>Itasca, IL 60143</b></p> <hr/> <p>(City) (State) (Zip)</p> <p><b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>First Midwest Bancorp, Inc. FMBI</b></p>	<p>4. Statement for (Month/Year)</p> <p><b>December 31, 2002</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b><u>EVP, Chief Operations Officer, First Midwest Bank</u></b></p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Year)</p>	<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
Common Stock				1,875	D	
Common Stock				5,417 (1)	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock				8,164 (2)	I	By Profit Sharing Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)  
 SEC 1474 (3-99)

**Dietrich, Mark M. - December 31, 2002**

**Form 4 (continued)**

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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
<b>Phantom Stock under NQ Retirement Plan</b>	1-for-1	12/31/2002	A I	(A) 272	Immed. I (3)	Common Stock - 272	\$26.55	729	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$22.73				07/04/2001 I 12/15/2005	Common Stock - 2,853		2,853	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$22.73				07/04/2001 I 02/21/2006	Common Stock - 984		984	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$21.83				varies (4) I 08/18/2009	Common Stock - 1,865		1,865	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$18.40				varies (5) I 02/16/2010	Common Stock - 9,947		9,947	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$30.27				10/25/2002 I 02/16/2010	Common Stock - 1,875		1,875	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$22.50				varies (6) I 02/21/2011	Common Stock - 11,066		11,066	D	
<b>Non-Qualified Stock Option (right to buy)</b>	\$28.70				varies (7) I 02/20/2012	Common Stock - 9,409		9,409	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: By Barbara E. Briick, Attorney in-fact** constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

12-31-2002

\*\* Signature of Reporting Person

Date

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

**Power of Attorney**

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.

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**Form 4 (continued)**

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.  
FMBI**

Form 4 - December 31, 2002

**Mark M. Dietrich  
300 Park Boulevard, Suite 405  
Itasca, IL 60143**

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**Explanation of responses:**

- (1) Between August 29, 2002 and December 31, 2002 the reporting person acquired 33 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated November 30, 2002.**
- (2) Between August 29, 2002 and December 31, 2002 the reporting person acquired 92 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated November 30, 2002.**
- (3) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.**
- (4) The stock option vests in two equal annual installments beginning on August 18, 2001.**
- (5) The stock option vests in two equal annual installments beginning on February 16, 2002.**
- (6) The stock option vests in two equal annual installments beginning on February 21, 2003.**
- (7) The stock option vests in two equal annual installments beginning on February 20, 2004.**