#### FIRST MIDWEST BANCORP INC

Form 4

October 28, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

10% Owner

Other (specify

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16.

**SECURITIES** Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*

(First)

ONE PIERCE PLACE, SUITE 1500

WISE STEPHANIE R

2. Issuer Name and Ticker or Trading Symbol

FIRST MIDWEST BANCORP INC

[FMBI]

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

10/24/2008

(Street)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Bus.& Institutional Svcs.

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

Issuer

below)

Director

X\_ Officer (give title

ITASCA, IL 60143

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

(A) Code V Amount (D) Price

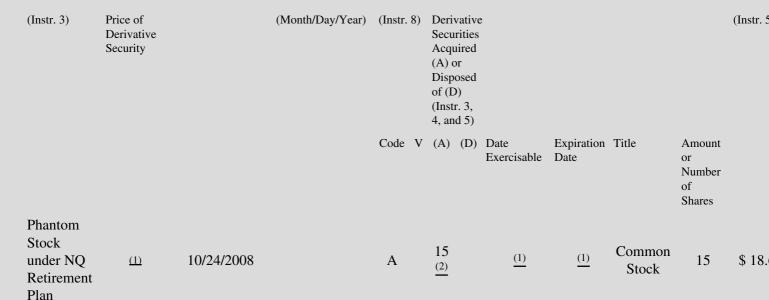
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Derivat Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4) Securit

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WISE STEPHANIE R ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP, Bus.& Institutional Svcs.

# **Signatures**

By: Andrea L. Stangl, Attorney-in-fact for Stephanie R.

Wise 10/28/2008

\*\*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) Shares of phantom stock acquired under the Nonqualified Retirement Plan have a 1-for-1 conversion ratio and are payable in cash following the termination of the Reporting Person's employment with First Midwest Bancorp, Inc.
- Between October 15, 2008 and October 28, 2008 the Reporting Person acquired 15 shares of First Midwest Bancorp, Inc. Common Stock (2) under the First Midwest Bancorp, Inc. Nonqualified Retirement Plan through the bi-weekly employee contribution feature of the Plan. The information in this report is based on a plan statement dated October 24, 2008.
- Between July 23, 2008 and October 28, 2008 the Reporting Person acquired 13 shares of First Midwest Bancorp, Inc. Common Stock (3) pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Nonqualified Retirement Plan. The aggregate information reported in this line item includes such shares as reported in a plan statement dated October 15, 2008.

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.

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