## Edgar Filing: WISE STEPHANIE R - Form 4

WISE STE	PHANIE R								
Form 4 February 0.	3 2009								
	ЛЛ								PPROVAL
FOR	VI 4 UNITED	STATES		RITIES A	NOMB Number:	3235-0287			
Check t if no lo subject Section Form 4 Form 5	nger to 16. or Filed pur								
obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17(	a) of the l	Public U	Jtility Ho	lding Co		of 1935 or Section	on	
(Print or Type	e Responses)								
1. Name and WISE STE	2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]				<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>C (Check all applicable)</li></ul>				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X_ Officer (give title Other (specify below) below)			
ONE PIER	01/29/2009				below) below) EVP, Bus.& Institutional Svcs.				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ITASCA,	IL 60143						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	e Securities A	Acquired, Disposed (	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed	ties (A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Re	eport on a separate line	e for each cl	ass of sec	urities bene	eficially ow	ned directly	or indirectly.		
	,				Perso infor requi	ons who res nation con red to resp ays a curre	spond to the collect tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	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	Transacti	onNumber	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5
				Code	V (	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock under NQ Retirement Plan	<u>(1)</u>	01/29/2009	02/02/2009	Ι		11	<u>(1)</u>	<u>(1)</u>	Common Stock	11	\$ 10.21

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	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-fac	t for Step	hanie R.					

<u>\*\*</u>Signature of Reporting Person

Wise

## **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 upon distribution to the Participant in accordance with the terms of the Plan.

02/03/2009

Date

Between October 29, 2008 and February 2, 2009 the Reporting Person acquired 19 shares of First Midwest Bancorp, Inc. Common Stock
(2) 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 January 15, 2009.

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.