

MB FINANCIAL INC /MD
Form NT 11-K
June 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One):

- | | |
|-------------------------------------|------------|
| <input type="checkbox"/> | Form 10-K |
| <input type="checkbox"/> | Form 20-F |
| <input checked="" type="checkbox"/> | Form 11-K |
| <input type="checkbox"/> | Form 10-Q |
| <input type="checkbox"/> | Form N-SAR |
| <input type="checkbox"/> | Form N-CSR |

For Period Ended: December 31, 2003

- | | |
|--------------------------|---------------------------------|
| <input type="checkbox"/> | Transition Report on Form 10-K |
| <input type="checkbox"/> | Transition Report on Form 20-F |
| <input type="checkbox"/> | Transition Report on Form 11-K |
| <input type="checkbox"/> | Transition Report on Form 10-Q |
| <input type="checkbox"/> | Transition Report on Form N-SAR |

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I--Registrant Information

MB Financial, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

801 West Madison Street

Address of Principal Executive Office (Street and Number)

Chicago, Illinois 60607

City, State and Zip Code

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Part II--Rules 12b-25 (b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate) [X]

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition on Form 10-K or Form 10-KSB, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b- 25(c) has been attached, if applicable.

Part III--Narrative

State below in reasonable detail the reasons why the Form 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.

Response: **The Annual Report on Form 11-K for the MB Financial, Inc. 401(k) Profit Sharing Plan (the "Plan") for the plan year ended December 31, 2003 could not be filed by the prescribed due date (June 28, 2004) because additional time is needed to complete the Plan's financial statements due to integration issues which have arisen from the merging of another plan (assumed by the Registrant as a result of its acquisition of another company) into the Plan.**

Part IV--Other Information

(1) Name and telephone number of person to contact in regard to this notification.

Jill E. York

(773)

645-7866

(Name)

(Area Code)

(Telephone Number)

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed?

If the answer is no, identify report(s).

[x] Yes

[] No

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(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes

No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

MB Financial, Inc.

(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 29, 2004

By: /s/ Jill E. York

Jill E. York, Vice President and
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

END