

Lance Cynthia A
Form 4
May 24, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lance Cynthia A

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Corporate Secretary

(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
____ Form filed by More than One Reporting
Person

ITASCA, IL 60143

(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 Ownership (Instr. 4)
Common Stock	05/20/2011		F(1)	127 D	\$ 12.24 35,383	D	
Common Stock	05/20/2011		F(2)	1,491 D	\$ 12.24 33,892 (3)	D	
Common Stock					2,333 (4) (5) (6)	I	By Profit Sharing Plan Trust

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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 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 Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lance Cynthia A ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	EVP, Corporate Secretary

Signatures

Andrea L. Stangl, Attorney-in-fact for Cynthia A.
Lance
05/24/2011

**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).

On May 20, 2009 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 804 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest in two equal annual installments on the first and second anniversary of the date of grant. On May 20, 2011, the remaining 402 shares of the originally granted RSAs vested, of which 127 shares were surrendered by the Reporting Person in order 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.

On May 20, 2009 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 9,478 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On May 20, 2011, 4,739 shares of the originally granted RSAs vested, of which 1,491 shares were surrendered by the Reporting Person in order 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.

Between February 26, 2011 and May 24, 2011 the Reporting Person acquired 3 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The aggregate information reported in this line item includes such shares as reported in a plan statement dated April 12, 2011.

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- (4) Between February 26, 2011 and May 24, 2011 the Reporting Person's total shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan was reduced by 43 shares as a result of refunds made to the Reporting Person due to the Company's IRS discrimination testing. This information is based on plan statements dated March 9, 2011.

- (5) Between August 4, 2010 and March 29, 2011 the Reporting Person acquired 317 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to a 2010 year end employer discretionary contribution. This information is based on a plan statement dated March 17, 2011.

- Between February 26, 2011 and May 24, 2011 the Reporting Person acquired the following shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan: (a) 317 shares pursuant to a 2010 year end employer discretionary contribution; (b) 26 shares pursuant to quarterly match contributions from the Company; (c) 21 shares pursuant to the Dividend Reinvestment feature of the Plan; and (d) 193 shares pursuant to payroll contributions. This information is based on plan statements dated March 17, 2011, April 6, 2011, April 18, 2011 and May 12, 2011, respectively.
- (6)

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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