

FIRST MIDWEST BANCORP INC
 Form 4
 February 25, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Carapella Victor P

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Dir. of Comm'l Banking

ITASCA, IL 60143
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/22/2014 | | F | | 3,408 <u>(1)</u> \$ 15.9125 | D | |
| Common Stock | 02/23/2014 | | F | | 2,156 <u>(2)</u> \$ 15.9125 | D | |
| Common Stock | | | | | 49,880 | I | By NQ Stock Option Gain Deferral Plan |
| | | | | | 26,009 | I | |

Common
Stock

By Profit
Sharing
Plan

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

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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 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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carapella Victor P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143 | | | EVP, Dir. of Comm'l Banking | |

Signatures

Andrea L. Stangl, Attorney-in-fact for Victor P. Carapella
02/25/2014

**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) On February 22, 2012 the Issuer granted the Reporting Person 20,262 restricted stock units of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 22, 2014, 10,131 of the originally granted restricted stock units vested,

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of which 3,408 units were withheld in order to satisfy the Reporting Person's tax withholding obligations.

On February 23, 2011 the Issuer granted the Reporting Person a restricted stock award of 13,329 restricted shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two

(2) equal annual installments on the second and third anniversary of the date of grant. On February 23, 2014, the remaining 6,664 shares of the originally granted restricted stock award vested, of which 2,156 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

(3) 29,043 of these shares are restricted stock units.

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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