

VIANO JANET M  
 Form 4  
 December 27, 2002  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Viano, Janet M.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>300 Park Boulevard, Suite 405</b></p> <hr/> <p>(Street)  <b>Itasca, IL 60143</b></p> <hr/> <p>(City) (State) (Zip)  <b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>First Midwest Bancorp, Inc. FMBI</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)  <b>December 27, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p>_____ Director _____ 10%                  Owner                  _____ <input checked="" type="checkbox"/> Officer _____ Other</p> <p>Officer/Other Description <b><u>EVP, Group President Retail Banking, First Midwest Bank</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing</p>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
Common Stock				1,990	D	
Common Stock				10,207	I	By Profit Sharing Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)  
 SEC 1474 (3-99)

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**Form 4 (continued)**

<p><b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b></p>
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Phantom Stock under NQ Retirement Plan	1-for-1	12/27/2002	A I	(A) 42	Immed. I (1)	Common Stock - 42		1,315	D	
Non-Qualified Stock Option (right to buy)	\$21.70				varies (2)   02/18/2008	Common Stock - 1,833		1,833	D	
Non-Qualified Stock Option (right to buy)	\$18.55				varies (3)   02/17/2009	Common Stock - 2,250		2,250	D	
Non-Qualified Stock Option (right to buy)	\$18.40				varies (4)   02/16/2010	Common Stock - 2,128		2,128	D	
Non-Qualified Stock Option (right to buy)	\$18.88				varies (5)   05/17/2010	Common Stock - 9,694		9,694	D	
Non-Qualified Stock Option (right to buy)	\$22.50				varies (6)   02/21/2011	Common Stock - 10,005		10,005	D	
Non-Qualified Stock Option (right to buy)	\$28.70				varies (7)   02/20/2012	Common Stock - 8,625		8,625	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: By Barbara E. Briick, Attorney in-fact** constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). 12-27-2002 -  
 \*\* Signature of Reporting Person  
 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Power of Attorney**

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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**Form 4 (continued)**

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.  
FMBI**

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**Janet M. Viano**  
**300 Park Boulevard, Suite 405**  
**Itasca, IL 60143**

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**Explanation of responses:**

- (1) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.
- (2) The stock option vests in two equal annual installments beginning on February 18, 2000.
- (3) The stock option vests in two equal annual installments beginning on February 17, 2001.
- (4) The stock option vests in two equal annual installments beginning on February 16, 2002.
- (5) The stock option vests in two equal annual installments beginning on May 17, 2002.
- (6) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (7) The stock option vests in two equal annual installments beginning on February 20, 2004.