

FIRST MIDWEST BANCORP INC
 Form 4
 February 24, 2015

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 *
 SCUDDER MICHAEL L

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)
 02/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

ITASCA, IL 60143

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

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/20/2015		F	7,648 (1) D \$ 16.58	293,301	D	
Common Stock	02/22/2015		F	13,583 (2) D \$ 16.58	279,718	D	
Common Stock	02/22/2015		F	5,132 (3) D \$ 16.58	274,586	D	
Common Stock					770	I	By IRA
Common Stock					9,245	I	By NQ Stock Option

Common Stock	7,923 ⁽⁴⁾	I	Gain Deferral Plan By Profit Sharing Plan Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Beneficially (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCUDDER MICHAEL L ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	X		President & CEO	

Signatures

Andrea L. Stangl, Attorney-in-fact for Michael L. Scudder

02/24/2015

 **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 20, 2013 the Issuer granted the Reporting Person a restricted stock award of 33,645 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and 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 20, 2015, 16,823 shares of the originally granted restricted stock award vested, of which 7,648 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

(2) On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 59,445 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and 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, 2015, the remaining 29,722 shares of the originally granted restricted stock award vested, of which 13,583 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

(3) On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 22,457 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and 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, 2015, the remaining 11,228 shares of the originally granted restricted stock award vested, of which 5,132 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

(4) Between February 20, 2015 and February 24, 2015, the Reporting Person acquired 46 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to an annual contribution from the Issuer. This information is based on a Plan statement dated February 23, 2015.

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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