

OMEARA ROBERT P  
 Form 4  
 December 19, 2002  
 SEC Form 4

<p align="center"><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 align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>O'Meara, Robert P.</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</p> <p><b>First Midwest Bancorp, Inc. FMBI</b></p>	<p>4. Statement for (Month/Year)</p> <p align="center"><b>December 18, 2002</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p align="center">(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10%                  Owner  <input checked="" type="checkbox"/> Officer _____                  Other</p> <p>Officer/Other Description <b>Chairman &amp; Chief Executive Officer</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>
<p><b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b></p>			

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	12/17/2002	G   V	200   D	220,958	D	
Common Stock	12/18/2002	M (1)	12,622   A   \$21.83		I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/18/2002	F (1)	10,207   D	220,174	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock				18,701	I	By IRA
Common Stock				185,081	I	By Profit Sharing Plan Trust
Common Stock				167,584	I	By Spouse

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)**O'Meara, Robert P. - December 18, 2002****Form 4 (continued)**

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)	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)
Non-Qualified Stock Option (right to buy)	\$21.8334	12/18/2002	M (1)	(D) 12,622	08/18/2002   08/18/2009	Common Stock - 12,622		0	D	
Non-Qualified Stock Option (right to buy)	\$27.0000	12/18/2002	A (2)	(A) 10,207	06/18/2003   08/18/2009	Common Stock - 10,207		10,207	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/16/2004	Common Stock - 9,013		9,013	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/15/2005	Common Stock - 9,614		9,614	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/21/2006	Common Stock - 9,999		9,999	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/19/2007	Common Stock - 10,407		10,407	D	
Non-Qualified Stock Option (right to buy)	\$28.4350				06/20/2002   02/18/2008	Common Stock - 8,315		8,315	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/18/2008	Common Stock - 8,117		8,117	D	
Non-Qualified Stock Option (right to buy)	\$28.4350				06/20/2002   02/17/2009	Common Stock - 8,648		8,648	D	
Non-Qualified Stock Option (right to buy)	\$29.1300				09/28/2002   02/17/2009	Common Stock - 8,441		8,441	D	
Non-Qualified Stock Option (right to buy)	\$28.4350				06/20/2002   08/18/2009	Common Stock - 9,693		9,693	D	
	\$29.1300							22,571	D	

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Non-Qualified Stock Option (right to buy)				09/28/2002   02/16/2010	Common Stock - 22,571				
Non-Qualified Stock Option (right to buy)	\$18.4000			02/16/2003   02/16/2010	Common Stock - 35,731		35,731	D	
Non-Qualified Stock Option (right to buy)	\$22.5000			varies (3)   02/21/2011	Common Stock - 30,544		30,544	D	
Non-Qualified Stock Option (right to buy)	\$22.5000			varies (4)   04/25/2011	Common Stock - 31,856		31,856	D	
Non-Qualified Stock Option (right to buy)	\$28.6950			varies (5)   02/20/2012	Common Stock - 52,692		52,692	D	
Phantom Stock under NQ Retirement Plan	1-for-1			Immed.   (6)	Common Stock - 2,463		2,463	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). 12-18-2002 -  
 \*\* 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.

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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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**Robert P. O'Meara  
 300 Park Boulevard, Suite 405  
 Itasca, IL 60143**

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**Explanation of responses:**

- (1) The transaction represents the exercise of 12,622 stock options under the 1989 Omnibus Stock & Incentive Plan whereby 10,207 previously acquired shares were tendered in payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,415 shares.
- (2) Represents reload stock option granted under the 1989 Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 12/18/02.
- (3) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (4) The stock option vests in two equal annual installments beginning on April 25, 2003.
- (5) The stock option vests in two equal annual installments beginning on February 20, 2004.
- (6) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.