

FIRST MIDWEST BANCORP INC

Form 4

September 19, 2005

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 *
OMEARA ROBERT 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

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/16/2005		M ⁽¹⁾		28,795	A	\$ 26.255	310,660 D
Common Stock	09/16/2005		M ⁽²⁾		26,346	A	\$ 28.695	337,006 D
Common Stock	09/16/2005		F ⁽¹⁾		23,269	D	\$ 0	313,737 D
Common Stock	09/16/2005		F ⁽²⁾		22,524	D	\$ 0	291,213 D
Common Stock	09/16/2005		M ⁽³⁾		2,889	A	\$ 32.715	294,102 D

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Common Stock	09/16/2005	F ⁽³⁾	2,513	D	\$ 0	291,589	D	
Common Stock						30,468	I	By IRA
Common Stock						198,436	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock						153,287	I	By Spouse

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

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(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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 28.695	09/16/2005		M ⁽²⁾			26,346	⁽⁴⁾	02/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.255	09/16/2005		M ⁽¹⁾			28,795	⁽⁵⁾	02/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.715	09/16/2005		M ⁽³⁾			2,889	02/24/2005	02/24/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.615	09/16/2005		A ⁽⁶⁾		2,513		03/16/2006	02/24/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OMEARA ROBERT P ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	X

Signatures

By: Andrea L. Stangl,
Attorney-in-fact for

09/19/2005

__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).

The transaction represents the exercise of 28,795 stock options under the Omnibus Stock & Incentive Plan whereby 23,269 previously acquired shares were tendered as payment of the exercise price and tax liability with the resulting value realized being issued to the reporting person in the form of 5,526 shares.

The transaction represents the exercise of 26,346 stock options under the Omnibus Stock & Incentive Plan whereby 22,524 previously acquired shares were tendered as payment of the exercise price and tax liability with the resulting value realized being issued to the reporting person in the form of 3,822 shares.

The transaction represents the exercise of 2,889 stock options under the Non-Employee Directors' Stock Option Plan whereby 2,513 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being issued to the reporting person in the form of 376 shares.

(4) The stock option vests in two equal annual installments beginning on February 20, 2004.

(5) The stock option vests in two equal annual installments beginning on February 19, 2005.

(6) The transaction represents a reload stock option granted under the Non-Employee Directors' Stock Option Plan to replace the number of shares tendered in the option exercised on 9/16/05.

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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