

POTHOVEN JOHN P
Form 5/A
January 25, 2010

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
POTHOVEN JOHN P

2. Issuer Name and Ticker or Trading Symbol
MidWestOne Financial Group, Inc. [MOFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

102 SOUTH CLINTON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2010

6. Individual or Joint/Group Reporting

(check applicable line)

IOWA CITY, IA 52240

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 12/31/2009 ⁽³⁾ | ∅ | A | 19 ⁽⁴⁾ | A \$ 0 27,994 | D | ∅ |
| Common Stock | ∅ | ∅ | (S) | ∅ | ∅ ∅ 600 | I | Self/UTMA Custodian Minor Grandchildren ⁽¹⁾ |
| | 03/10/2009 | ∅ | J | A | \$ 0 52,705 | I | By IRA |

| | | | | | | | | | |
|--------------|------------|---|---|-------------------|---|--------|---|--|---------|
| Common Stock | | | | 37,706 (6) | | | | | |
| Common Stock | 03/10/2009 | Â | J | 37,706 (5) (6) | D | \$ 0 0 | I | | By ESOP |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 16.86 | Â | Â | Â | Â Â Â (2) | 06/30/2011(7) | Common Stock | 4,750 |
| Stock Option | \$ 19.75 | Â | Â | Â | Â Â Â (2) | 06/30/2011(7) | Common Stock | 4,987 |
| Stock Option | \$ 21.94 | Â | Â | Â | Â Â Â (2) | 06/30/2011(7) | Common Stock | 4,750 |
| Stock Option | \$ 18.71 | Â | Â | Â | Â Â Â (2) | 06/30/2011(7) | Common Stock | 2,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTHOVEN JOHN P 102 SOUTH CLINTON STREET IOWA CITY, IA 52240 | Â X | Â | Â | Â |

Signatures

Kenneth R. Urmie, as Power of Attorney dated January 22, 2009

01/25/2010

**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).

Registered to self as custodian for minor grandchildren under Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(2) Fully vested.

(3) This report is for the year as accrued on the same dates as cash dividends were paid on the underlying stock.

These RSU shares represent the dividend equivalent that would have been paid on the number of shares of unvested restricted stock units (RSUs) awarded, plus prior dividend equivalents accruing on such RSUs. All such dividend equivalents credited will be treated as RSUs. As RSUs, these dividend equivalents are subject to vesting, forfeiture and termination in accordance with the terms of the original awards.

(5) Ownership of shares in ESOP increased since last report due to allocations to his account.

(6) Reporting person transferred all shares in ESOP account to his IRA.

(7) Due to reporting person's retirement on June 30, 2008, these stock options must be exercised on or before June 30, 2011.

(8) Due to an administrative error, the initial Form 5 indicated that these shares were no longer registered to the reporting person.

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