

MidWestOne Financial Group, Inc.
 Form 5
 February 02, 2012

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)
 12/31/2011

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

102 S. CLINTON STREET, P.O. BOX 1700

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

IOWA CITY, IA 52244-1700

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 28,754 | D | ^ |
| Common Stock | 12/22/2011 | ^ | J | 300 ⁽²⁾ D \$ 0 300 | | I | Self/UTMA Custodian Minor Grandchild ⁽³⁾ |
| | ^ | ^ | ^ | ^ ^ ^ | 52,705 | I | By IRA |

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Common
Stock

| | | | | | | | | | |
|-----------------|---|---|---|---|---|---|--------------------|---|---------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,172 | I | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 697 ⁽¹⁾ | I | By Spouse's ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (Right to Buy) | \$ 16.69 | Â | Â | Â | Â (A) Â (D) | 04/01/2009 04/01/2018 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 9.34 | Â | Â | Â | Â (A) Â (D) | 01/22/2010 01/22/2019 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTHOVEN JOHN P 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700 | Â X | Â | Â | Â |

Signatures

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

02/02/2012

__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) Shares held by spouse in the MidWestOne Financial Group, Inc. Employee Stock Ownership Plan and allocated to the reporting person's spouse as of December 31, 2011. Shares increased due to allocations made since previous Form filing.
- (2) Reporting person transferred shares from within Uniform Transfers to Minors Act IA account directly into the name of an adult grandchild of majority age who does not reside in the reporting person's home.
Registered to self as custodian for minor grandchild under Uniform Transfers to Minors Act. The reporting person disclaims beneficial
- (3) 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.

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.