FIRST MIDWEST BANCORP INC

Form 4

March 21, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoskins Michelle Y

(First)

2. Issuer Name and Ticker or Trading

Symbol

FIRST MIDWEST BANCORP INC

[FMBI]

(Month/Day/Year)

3. Date of Earliest Transaction

ONE PIERCE PLACE, SUITE 1500 03/17/2017

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

ITASCA, IL 60143

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below)

EVP, Chief HR Officer

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> > (Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Reported (A) Transaction(s) Code V Amount (D) Price

(Instr. 3 and 4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorNumber	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Deriva Securi Acquir (A) or Dispos of (D) (Instr. 4, and	sed 3,					(Instr. 5
				Code '	V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Under NQ Retirement Plan	(1)	03/17/2017		A		5 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	5	\$ 24.
Phantom Stock Under NQ Retirement Plan	<u>(1)</u>	03/21/2017		D			24	<u>(1)</u>	<u>(1)</u>	Common Stock	24	\$ 23.

Reporting Owners

Paparting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Hoskins Michelle Y ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143

EVP, Chief HR Officer

Signatures

/s/ Andrea L. Stangl, Attorney-in-fact for Michelle Y.

Hoskins 03/21/2017

**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 of phantom stock acquired under the Nonqualified Retirement Plan have a 1-for-1 conversion ratio and are payable in cash upon distribution to the Participant in accordance with the terms of the Plan.
- Between March 15, 2017 and March 21, 2017, the Reporting Person acquired 5 shares of First Midwest Bancorp, Inc. common stock (2) under the First Midwest Bancorp, Inc. Non-Qualified Retirement Plan through the bi-weekly employee contribution feature of the Plan. The information in this report is based on a Plan statement dated March 17, 2017.
- Between March 15, 2017 and March 21, 2017, 24 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, (3) Inc. Non-Qualified Retirement Plan were sold from the Reporting Person's account due to an inadvertent over allocation of shares from the Company match during the 2016 plan year. The information in this report is based on a Plan statement dated March 21, 2017.

Reporting Owners 2

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