

EDWARDS O RALPH  
 Form 4  
 January 16, 2003  
 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>(Print or Type Responses)</p>   | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>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(h) of the Investment Company Act of 1940</p> | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response: . . . . 0.5</p>   |
| <p>1. Name and Address of Reporting Person*</p> <p><b>Edwards, O. Ralph</b></p> <p>(Last) (First) (Middle)</p> <p><b>300 Park Boulevard, Suite 405</b></p> <p>(Street)</p> <p><b>Itasca, IL 60143</b></p> <p>(City) (State) (Zip)</p> <p><b>USA</b></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>First Midwest Bancorp, Inc. FMBI</b></p>   | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  | <p>4. Statement for Month/Day/Year</p> <p align="center"><b>January 15, 2003</b></p>  | <p>5. If Amendment, Date of Original (Month/Day/Year)</p>  |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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 Indirect Beneficial Ownership (Instr. 4) |
| <b>Common Stock</b>  |                                      |  | Code   V  | Amount   Price<br>A/D  | <b>6,817</b>  | <b>D</b>  |   |
|  |                                      |  |   |  |   |   |   |

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).

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 SEC 1474 (9-02)

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**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  | 2. Conversion or Exercise | 3. Transaction Date | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable(DE) and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|  |                           |                     |                               |                |                         |  |                                   |                        |                                    |               |                                   |

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| (Instr. 3)                                 | Price of Derivative Security | (Month/Day/Year) | any (Month/Day/Year) | Code and Voluntary Code (Instr.8) | Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Date(ED) (Month/Day/Year)  | Securities (Instr. 3 and 4) | Security (Instr.5) | Beneficially Owned Following Reported Transactions (Instr.4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | Owners (Instr.4) |
|--|------------------------------|------------------|----------------------|-----------------------------------|---|----------------------------|-----------------------------|--------------------|--|---|------------------|
| Phantom Stock under NQ Deferred Comp. Plan | 1-for-1                      | 01/15/2003       |                      | A I                               | (A) 223   | Immed. I (I)               | Common Stock - 223          | \$26.57            | 6,028  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$20.13                      |                  |                      |                                   |   | 11/19/1998 I<br>11/19/2007 | Common Stock - 1,594        |                    | 1,594  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$21.70                      |                  |                      |                                   |   | 02/18/1999 I<br>02/18/2008 | Common Stock - 854          |                    | 854  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$18.55                      |                  |                      |                                   |   | 02/17/2000 I<br>02/17/2009 | Common Stock - 998          |                    | 998  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$18.40                      |                  |                      |                                   |   | 02/16/2001 I<br>02/16/2010 | Common Stock - 1,005        |                    | 1,005  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$18.88                      |                  |                      |                                   |   | 05/17/2001 I<br>05/17/2010 | Common Stock - 2,011        |                    | 2,011  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$22.50                      |                  |                      |                                   |   | 02/21/2002 I<br>02/21/2011 | Common Stock - 2,500        |                    | 2,500  | D   |                  |
| Non-Qualified Stock Option (right to buy)  | \$28.70                      |                  |                      |                                   |   | 02/20/2003 I<br>02/20/2012 | Common Stock - 2,215        |                    | 2,215  | D   |                  |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: By Barbara E. Briick,  
Attorney in-fact  
01-15-2003**

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Power of Attorney**

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**Form 4 (continued)**

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.  
FMBI**

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**O. Ralph Edwards  
300 Park Boulevard, Suite 405**

**Itasca, IL 60143**

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**Explanation of responses:**

**(1) Shares of phantom stock are payable in cash following the termination of the reporting person's services as a director of First Midwest Bancorp, Inc.**

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