

BREIDENBACH GARY A
 Form 4
 February 21, 2003
 SEC Form 4

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| <p>FORM 4</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>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</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>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Breidenbach, Gary A.</p> <hr/> <p>(Last) (First) (Middle) 300 Park Boulevard, Suite 405</p> <hr/> <p>(Street) Itasca, IL 60143</p> <hr/> <p>(City) (State) (Zip) USA</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Midwest Bancorp, Inc. FMBI</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer _____ Other EVP, Chief Credit Officer, First Midwest Bank</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person _____ 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>February 19, 2003</p> <hr/> <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) |
| Common Stock | | | Code V | Amount A/D Price | 1,026 (1) | I | By Profit Sharing Plan Trust |
| | | | | | | | |

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).

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.

(over)
 SEC 1474 (9-02)

Breidenbach, Gary A. - February 19, 2003

Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | |
|--|--|--|--|--|--|--|
| | | | | | | |

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| 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 and Voluntary Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
|--|--|--------------------------------------|--|--|---|--|---|---|---|---|---|
| Non-Qualified Stock Option (right to buy) | \$26.2550 | 02/19/2003 | | A | (A) 9,141 | varies (2) 02/19/2013 | Common Stock - 9,141 | | 9,141 | D | |
| Non-Qualified Stock Option (right to buy) | \$23.0000 | | | | | varies (3) 06/23/2008 | Common Stock - 3,750 | | 3,750 | D | |
| Non-Qualified Stock Option (right to buy) | \$18.5500 | | | | | varies (4) 02/17/2009 | Common Stock - 4,454 | | 4,454 | D | |
| Non-Qualified Stock Option (right to buy) | \$21.8334 | | | | | varies (5) 08/18/2009 | Common Stock - 3,341 | | 3,341 | D | |
| Non-Qualified Stock Option (right to buy) | \$18.4000 | | | | | varies (6) 02/16/2010 | Common Stock - 11,674 | | 11,674 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.5000 | | | | | varies (7) 02/21/2011 | Common Stock - 9,928 | | 9,928 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.6950 | | | | | varies (8) 02/20/2012 | Common Stock - 8,135 | | 8,135 | 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 Andrea L. Stangl, Attorney
in-fact for 02-21-2003**

** 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

Page 2

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Breidenbach, Gary A. - February 19, 2003

Form 4 (continued)

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

Form 4 - February 2003

Gary A. Breidenbach
300 Park Boulevard, Suite 405

Itasca, IL 60143

Explanation of responses:

(1) Between October 1, 2002 and February 19, 2003 the reporting person acquired 222 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated February 14, 2003.

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

(3) The stock option vests in two equal annual installments beginning on June 23, 2000.

(4) The stock option vests in two equal annual installments beginning on February 17, 2001.

(5) The stock option vests in two equal annual installments beginning on August 18, 2001.

(6) The stock option vests in two equal annual installments beginning on February 16, 2002.

(7) The stock option vests in two equal annual installments beginning on February 21, 2003.

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