#### SCUDDER MICHAEL L

Form 4

Common

Stock

February 12, 2010

Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont See Instru 1(b).	is box ger STATEMENT 6. r Filed pursuant Section 17(a) of sinue.	TES SECURITIES AND EXCHANGE Washington, D.C. 20549  OF CHANGES IN BENEFICIAL OV SECURITIES  to Section 16(a) of the Securities Excharche Public Utility Holding Company Act 0(h) of the Investment Company Act of 1	Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 ge Act of 1934, of 1935 or Section
(Print or Type F	Responses)		
	Address of Reporting Person MICHAEL L	2. Issuer Name and Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) ONE PIERO	(First) (Middle) CE PLACE, SUITE 15	3. Date of Earliest Transaction (Month/Day/Year) 00 02/12/2010	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO
ITASCA, IL	(Street) 2 60143	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State) (Zip)	Table I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)	any	ution Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)  tth/Day/Year) (Instr. 8)  (A)  or  Code V Amount (D) Price	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)
Common Stock	02/12/2010	A 647 (1) A 12.80 (2)	5 90,659 D
Common Stock			By NQ Stock Option Gain Deferral Plan

By Profit Sharing

Plan Trust

6,151 (3)

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

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**SEC 1474** (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exerci	sable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date		Number		
									of	
				Code V	$^{\prime}$ (A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

SCUDDER MICHAEL L ONE PIERCE PLACE **SUITE 1500** 

President and CEO X

ITASCA, IL 60143

### **Signatures**

Andrea L. Stangl, Attorney-in-fact for Michael L. 02/12/2010 Scudder

> \*\*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).
- Represents a salary adjustment paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting Person may (1) not transfer the shares during the period the Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program except in the case of the Reporting Person's death or disability.
- (2) Represents the average of the high and low price of FMBI common stock as quoted on the Nasdaq Stock Market on 2/11/2010.
- Between January 23, 2010 and February 12, 2010 the Reporting Person acquired 37 shares of First Midwest Bancorp, Inc. Common (3) Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to payroll contributions. This information is based on a plan statement dated February 4, 2010.

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

Reporting Owners 2

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