

Scott Jonathan R
Form 4/A
May 15, 2018

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Scott Jonathan R

2. Issuer Name and Ticker or Trading Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 30918

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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

BILLINGS, MT 59116-0191

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/16/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 02/15/2018 | | C | | 2,000 A \$ 0 7,241 | D | |
| Class A Common Stock | 02/15/2018 | | S | | 2,000 D \$ 0 5,241 | D | |
| Class A Common Stock | 02/15/2018 | | F | | 150 ⁽¹⁾ D \$ 0 5,091 | D | |
| Class A Common | | | | | 4,576 | I | By Spouse |

Stock

Class A
Common
Stock

13,188

I

By Trust

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 20.87 | 02/15/2018 | | M | 2,000 | 02/15/2008 02/15/2018 | Class B Common Stock | 2,000 |
| Class B Common Stock | \$ 0 | 02/15/2018 | | M | 2,000 | (2) (2) | Class A Common Stock | 2,000 |
| Class B Common Stock | \$ 0 | 02/15/2018 | | C | 2,000 | (2) (2) | Class A Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scott Jonathan R PO BOX 30918 BILLINGS, MT 59116-0191 | | X | | |

Signatures

/S/ Kirk D. Jensen, Attorney-in-Fact for Reporting
Person

05/15/2018

__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) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.
The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B Common Stock does not expire and the reporting person elected to convert the shares upon receipt.
- (2)

Remarks:

This form is filed to correct the amount of shares withheld for taxes upon vesting of unvested shares and to correct the amount

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

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