

FIRST MIDWEST BANCORP INC

Form 4

January 27, 2003

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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		OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Viano, Janet M. (Last) (First) (Middle) 300 Park Boulevard, Suite 405 (Street) Itasca, IL 60143 (City) (State) (Zip) USA	2. Issuer Name and Ticker or Trading Symbol First Midwest Bancorp, Inc. FMBI 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year January 24, 2003 5. If Amendment, Date of Original (Month/Day/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner X Officer ____ Other EVP, Grp Pres Retail, First Midwest Bank 7. Individual or Joint/Group Filing (Check Applicable Line) X 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 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	1,992 (1)	D	
Common Stock					10,556 (2)	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)

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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)
Phantom Stock under NQ Retirement Plan	1-for-1	01/24/2003		A I	(A) 8	Immed. I (3)	Common Stock - 8	\$26.41	1,718 (4)	D	
Non-Qualified Stock Option (right to buy)	\$21.70					varies (5) I 02/18/2008	Common Stock - 1,833		1,833	D	
Non-Qualified Stock Option (right to buy)	\$18.55					varies (6) I 02/17/2009	Common Stock - 2,250		2,250	D	
Non-Qualified Stock Option (right to buy)	\$18.40					varies (7) I 02/16/2010	Common Stock - 2,128		2,128	D	
Non-Qualified Stock Option (right to buy)	\$18.88					varies (8) I 05/17/2010	Common Stock - 9,694		9,694	D	
Non-Qualified Stock Option (right to buy)	\$22.50					varies (9) I 02/21/2011	Common Stock - 10,005		10,005	D	
Non-Qualified Stock Option (right to buy)	\$28.70					varies (10) I 02/20/2012	Common Stock - 8,625		8,625	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: Barbara E. Briick,

Attorney in-fact

01-24-2003

** 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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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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

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Janet M. Viano
300 Park Boulevard, Suite 405
Itasca, IL 60143

Explanation of responses:

- (1) Between January 11, 2003 and January 24, 2003 the reporting person acquired 2 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated January 22, 2003.
- (2) Between January 11, 2003 and January 24, 2003 the reporting person acquired 346 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 January 13, 2003.
- (3) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.
- (4) Between January 11, 2003 and January 24, 2002 the reporting person acquired 9 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated January 22, 2003.
- (5) The stock option vests in two equal annual installments beginning on February 18, 2000.
- (6) The stock option vests in two equal annual installments beginning on February 17, 2001.
- (7) The stock option vests in two equal annual installments beginning on February 16, 2002.
- (8) The stock option vests in two equal annual installments beginning on May 17, 2002.
- (9) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (10) The stock option vests in two equal annual installments beginning on February 20, 2004.