

BEAUDRY TERRY G

Form 4

November 01, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BEAUDRY TERRY G

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) (First) (Middle)  
300 PARK BOULEVARD, SUITE  
405

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Group President Trust

(Street)

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

ITASCA, IL 60143

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|--|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |  |
| Common<br>Stock                       | 10/28/2004                              |   | M                                    |   | 2,721  | A   | \$<br>21.8334   | 3,386 D                                |
| Common<br>Stock                       | 10/28/2004                              |   | S                                    |   | 2,721  | D   | \$ 35.127   | 665 <sup>(1)</sup> D                   |
| Common<br>Stock                       |   |   |                                      |   |  |   |   | 12,722 <sup>(2)</sup> <sup>(3)</sup> I |

By Profit  
Sharing  
Plan Trust

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

Persons who respond to the collection of  
information contained in this form are not

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |  |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 21.8334  | 10/28/2004                              |   | M                                       |  | 2,721  |     | <u>(4)</u>   | 08/18/2009         | Common<br>Stock | 2,721                                  |
| Phantom Stock<br>under NQ<br>Retirement<br>Plan     | \$ 0 <u>(5)</u>   | 10/29/2004                              |   | A                                       |  | <u>10</u><br><u>(6)</u>  |     | <u>(7)</u>   | <u>(8)</u>         | Common<br>Stock | 10                                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| BEAUDRY TERRY G<br>300 PARK BOULEVARD, SUITE 405<br>ITASCA, IL 60143 | Group President Trust            |

## Signatures

By: Andrea L. Stangl,  
Attorney-in-fact for 11/01/2004

\_\_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) Between May 4, 2004 and November 1, 2004 the reporting person acquired 1 share 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 October 19, 2004.

(2) Between May 22, 2004 and November 1, 2004 the reporting person acquired 135 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 October 25, 2004.

## Edgar Filing: BEAUDRY TERRY G - Form 4

- Between May 4, 2004 and November 1, 2004 the reporting person acquired 169 shares of First Midwest common stock pursuant to the
- (3) dividend reinvestment feature under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated October 25, 2004.
  - (4) The stock option vests in two equal annual installments beginning on August 18, 2001.
  - (5) Shares of phantom stock in the NQ Retirement Plan have a 1-for-1 conversion ratio.

- Between October 19, 2004 and November 1, 2004 the reporting person acquired 10 shares of First Midwest common stock under the First
- (6) Midwest Bancorp, Inc Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated October 29, 2004.
  - (7) Shares of phantom stock in the NQ Retirement Plan are exercisable immediately.
  - (8) Shares of phantom stock in the NQ Retirement Plan are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.

- Between July 28, 2004 and November 1, 2004 the reporting person acquired 6 shares of First Midwest common stock pursuant to the
- (9) 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 October 19, 2004.

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

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.