FIRST MIDWEST BANCORP INC

Form 4

March 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

SCHWARTZ THOMAS J

1. Name and Address of Reporting Person *

			FIRST MIDWEST BANCORP INC [FMBI]				P INC	(Check all applicable)				
(Last) (First) (Middle) ONE PIERCE PLACE, SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Other (specify below)				
(Street)			03/09/2006					EVP Group Pres. Cmm'l Bnk, FMB				
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)					
ITASCA, II						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	n Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price				ed of (D) 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)			
Common Stock	03/09/2006			A	2,800	A	\$ 34.46	37,920 <u>(1)</u>	D			
Common Stock								67,288 (2)	I	By NQ Stock Option Gain Deferral Plan Tr		
Common Stock								982 (3) (4)	I	By Profit Sharing Plan Trust		

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

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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 Exerc	isable and	7. Titl	le and	8. Price of	•
Derivative Conversion		(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amou	ınt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ì
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						•
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
							Expiration Date	Title	or		
									Number		
				C + V					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

SCHWARTZ THOMAS J ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP Group Pres. Cmm'l Bnk, FMB

Signatures

By: Andrea L. Stangl, Attorney-in-fact for

03/13/2006

**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).
- Between December 17, 2005 and March 13, 2006 the reporting person acquired 173 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 17, **(1)**
- Between December 17, 2005 and March 13, 2006 the reporting person acquired 514 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 17, 2006.
- Between December 17, 2005 and March 13, 2006 the reporting person acquired 14 shares of First Midwest common stock pursuant to the 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 January 24, 2006.

Reporting Owners 2

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Between September 9, 2005 and March 13, 2006 the reporting person acquired 51 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 6, 2006.

Remarks:

(a) The reporting person no longer has a reportable beneficial interest in the 536 shares of FMBI common stock owned by his 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.