Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

FIRST MID Form 4 February 01	WEST BANCOF	RP INC								
								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger 50 16. 50 Filed pur 50 50 50 50 50 50 50 50 50 50	JanuarSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESLanuarFiled 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 1940Expires:								
(Print or Type	Responses)									
1. Name and A BRUNNER	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) ONE PIERCE PLACE, SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year) 01/28/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)				
ITASCA, I	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 						
		(Zin)					Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		(A) or of (D) and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urities benef	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

number.

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) Dis (D) (In:	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.
				Code V	/ (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock under NQ Deferred Comp. Plan	<u>(1)</u>	01/28/2008	01/30/2008	Ι		1,128	<u>(1)</u>	<u>(1)</u>	Common Stock	1,128	\$ 28.

Reporting Owners

Reporting Owner Name / Address				
FB	Director	10% Owner	Officer	Other
BRUNNER VERNON A ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	Х			
Signatures				
By: Andrea L. Stangl, Attorney-in-fact	02/0	1/2008		
<u>**</u> Signature of Reporting Person		Date		

**Signature of Reporting Person

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).

The transaction reported represents the cash settlement of 1,128 shares of Phantom Stock acquired by the reporting person pursuant to the First Midwest Bancorp, Inc. Deferred Compensation Plan For Non-employee Directors (?Plan?) in lieu of cash payment of the reporting

- (1) person's annual retainer for service on the Board prior to May 2005. In accordance with the terms of the Plan, and the reporting person's election thereunder, the shares of Phantom Stock are to be paid in 2 annual installments beginning in 2008. The reported transaction represents payment of the first annual installment.
- Between January 16, 2008 and February 1, 2008, the reporting person acquired 29 shares of First Midwest common stock pursuant to the (2) dividend reinvestment feature under the Plan. The information in this report is based on a plan statement dated January 16, 2008.

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.