

SCOTT RANDALL I
Form 4
May 16, 2013

FORM 4

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

OMB APPROVAL

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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 RANDALL I

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

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

PO BOX 30918

(Street)

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

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

BILLINGS, MT 59116-0918

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | (A) | 9,648 | I | By 401(k) Plan |
| Class A Common Stock | | | | (A) | 1,599 | D | |

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

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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)

| 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|----------------------|--|---------------------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
| Stock Option | \$ 11.5 | 05/14/2013 | | M | | 2,692 | 06/02/2003 | 06/02/2013 | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 05/14/2013 | | M | | 2,692 | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 05/14/2013 | | F | | 1,532 ⁽²⁾ | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOTT RANDALL I PO BOX 30918 BILLINGS, MT 59116-0918 | X | X | | |

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting
Person

05/15/2013

__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).

- On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock, a four-for-one split of Class B common stock, and the creation of a new class of common stock designated as Class A common stock. An initial public offering of Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK", was commenced March 23, 2010 and concluded on March 29, 2010. 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.
- (1)
 - (2) Includes 1,532 shares for payment of option exercise price, valued at \$20.20 per share.

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.