

SCOTT RANDALL I  
Form 4/A  
January 31, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Scott, Randall I. <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  First Interstate BancSystem, Inc. (no ticker or trading symbol) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  <hr/>
1850 Wentworth <hr/> <p style="text-align: center;"><i>(Street)</i></p> Billings, MT 59105 <hr/> <p><i>(City) (State) (Zip)</i></p>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  September 27, 2002 <hr/>
	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> <hr/>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i> <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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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).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/27/02	N/A	S		1,600	D	\$45.00	29,616	I	By Self as Co-Trustee
Common Stock								2,412	I	By 401(k) Plan
Common Stock								21,951	I	By Spouse
Common Stock(1)								1,119,792	I	By Self as Managing Partner of NBar5 Limited Partnership(2)

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

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

6. <b>Date Exercisable and Expiration Date</b> <i>(Month/Day/Year)</i>	7. <b>Title and Amount of Underlying Securities</b> <i>(Instr. 3 and 4)</i>	8. <b>Price of Derivative Security</b> <i>(Instr. 5)</i>	9. <b>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</b> <i>(Instr. 4)</i>	10. <b>Ownership Form of Derivative Security: Direct (D) or Indirect (I)</b> <i>(Instr. 4)</i>	11. <b>Nature of Indirect Beneficial Ownership</b> <i>(Instr. 4)</i>
Date Exercisable	Expiration Date				Title
					Amount or Number of Shares

**Explanation of Responses:**

- (1) Disclaims beneficial ownership except to the extent of Mr. Scott's pecuniary interest in the partnership.
- (2) NBar5 Limited Partnership, P.O. Box 65, Ranchester, WY 82839, is a 10% owner of First Interstate BancSystem, Inc.'s common stock and is filing this Statement of Changes in Beneficial Ownership on Form 4 jointly with Randall I. Scott, its managing partner.

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Attorney in Fact for  
Reporting Person

Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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**LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS**

The undersigned hereby makes, constitutes and appoints each of Terrill R. Moore and Lyle R. Knight, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of First Interstate Bancsystem, Inc., a Montana corporation (the Company), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the Exchange Act);

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

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The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of September, 2002.

/s/ RANDY SCOTT

\_\_\_\_\_  
Signature

Randy Scott  
\_\_\_\_\_

Print Name

STATE OF MONTANA            )  
  )  
COUNTY OF YELLOWSTONE    )

On this 19th day of September, 2002, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Randy Scott and acknowledged that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal the day and year first above written.

(SEAL)

/s/ AMY ANDERSON

\_\_\_\_\_  
Print Name: Amy Anderson  
Notary Public for the State of  
Montana  
Residing at: Billings, Montana

My Commission Expires:  
December 15, 2005