

FIRST MIDWEST BANCORP INC
 Form 4
 February 25, 2014

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 *
 SCUDDER MICHAEL L

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2014

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

ITASCA, IL 60143

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2014		F	(A) or (D) 19,188 (1)	\$ 15.9125 273,122	D	
Common Stock	02/23/2014		F	(A) or (D) 10,940 (2)	\$ 15.9125 262,182	D	
Common Stock					770	I	By IRA
Common Stock					9,070	I	By NQ Stock Option Gain Deferral

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On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 81,902 restricted shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 22, 2014, 40,952 shares of the originally granted restricted stock award vested, of which 19,188 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

(1) On February 23, 2011 the Issuer granted the Reporting Person a restricted stock award of 46,603 restricted shares of First Midwest Bancorp, Inc. Common stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 23, 2014, the remaining 23,301 shares of the originally granted restricted stock award vested, of which 10,940 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

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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