FIRST INTERSTATE BANCSYSTEM INC
Form 4
August 04, 2006

FORM 4

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

OMB APPROVAL

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

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 *
SUZOR SANDRA A SCOTT

(Last) (First) (Middle)

1639 HILLCREST DR.

(Street)

SHERIDAN, WY 82801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST INTERSTATE BANCSYSTEM INC [N/A]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2006		X		834	A	$ 42	80,300	I	By Self as Co-Trustee
Common Stock	08/03/2006		X		1,355	A	$ 44	81,655	I	By Self as Co-Trustee
Common Stock	08/03/2006		X		673	A	$ 46	82,328	I	By Self as Co-Trustee
Common Stock	08/03/2006		X		600	A	$ 52.5	82,928	I	By Self as Co-Trustee
Common Stock	08/03/2006		X		552	A	$ 63	83,480	I	By Self as Co-Trustee

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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	$ 42	08/03/2006		X			834	02/19/2002	08/04/2006(1)	Common Stock	834	
Stock Options	$ 44	08/03/2006		X			609	05/17/2002	08/04/2006(1)	Common Stock	609	
Stock Options	$ 44	08/03/2006		X			746	07/24/2002	08/04/2006(1)	Common Stock	746	
Stock Options	$ 46	08/03/2006		X			673	06/02/2003	08/04/2006(1)	Common Stock	673	
Stock Options	$ 52.5	08/03/2006		X			600 (2)	05/27/2004	08/04/2006(1)	Common Stock	600	
Stock Options	$ 63	08/03/2006		X			552 (2)	05/09/2005	08/04/2006(1)	Common Stock	552	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUZOR SANDRA A SCOTT 1639 HILLCREST DR. SHERIDAN, WY 82801	X			

Signatures

/s/: Terrill R. Moore,Attorney-in-Fact for Reporting Person	08/03/2006
**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).
(1)	Per option agreement, options expire 90 days from termination of service. Original expiration date was ten years from date of grant.
(2)	Vesting of option grant accelerated effective May 5, 2006.

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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