

FIRST INTERSTATE BANCSYSTEM INC
 Form 4
 February 19, 2013

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 *
 Huston Michael G.

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)
 PO BOX 30918
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Ex. VP & Chief Banking Officer

BILLINGS, MT 59116
 (City) (State) (Zip)

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

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 | | | | | | I | By Trust |
| Class A Common Stock | | | | | 14,698 | I | By Trust |
| Class A Common Stock | | | | | 4,972 | I | by 401(k) Plan |
| Class A Common Stock | | | | | 1,776 | I | By IRA |
| Class A Common | 02/14/2013 | | F ⁽¹⁾ | 154 | D | \$ 5,065 | D |
| | | | | | | | 17.3 |

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- (1) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.
- (2) Shares issued for no consideration pursuant to the Registrant's 2006 Equity Compensation Plan. Includes 1,401 time-based shares that vest in three equal portions on the first, second and third annual anniversaries of February 15, 2013. Also includes 1,869 performance-based shares that vest on December 31, 2015 upon achievement of specified performance goals.
- (3) Stock options issued for no consideration pursuant to the Registrant's 2006 Equity Compensation Plan. Stock options vest in three equal portions on the first, second and third annual anniversaries of February 15, 2013.

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.