### HOWARD CHARLES S

Form 5/A January 25, 2010

FORM 5

#### **OMB APPROVAL**

3235-0362

January 31,

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Expires: 2005
Estimated average burden hours per response... 1.0

**OMB** 

5. Relationship of Reporting Person(s) to

Number:

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \*

HOWARD	Symbo MidW	Symbol MidWestOne Financial Group, Inc. [MOFG]				Issuer (Check all applicable)			
(Last)	(First)	(Month	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009			X Director 10% Owner Officer (give title below) Other (specify below)			
102 SOUT	TH CLINTON ST	REET							
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 01/22/2010				6. Individual or Joint/Group Reporting  (check applicable line)				
IOWA CIT	ΓΥ, IA 52240						_X_ Form File Form Filed Person	d by One Repo	
(City)	(State)	(Zip) Ta	able I - Non-Do	erivative S	ecuri	ties Ac	quired, Dispos	ed of, or Ben	eficially 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D	))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2009(2)	Â	A	55 (3)	A	\$0	95,031	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,301	Ι	Self/Custodian Minor Child
Common Stock	Â	Â	Â	Â	Â	Â	1,301	I	Self/Custodian Minor Child
Common Stock	Â	Â	Â	Â	Â	Â	75,800	I	By Spouse

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

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SEC 2270

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8. I Der Sec (Ins

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)		(Month/Day/Ye vative urities uired or cosed D) r. 3,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.86	Â	Â	Â	Â	Â	(1)	12/31/2012	Common Stock	6,650
Stock Option	\$ 19.75	Â	Â	Â	Â	Â	(1)	12/31/2013	Common Stock	6,982
Stock Option	\$ 21.94	Â	Â	Â	Â	Â	(1)	12/31/2014	Common Stock	6,649 (5)
Stock Option	\$ 18.71	Â	Â	Â	Â	Â	(1)	12/31/2015	Common Stock	2,849 (5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOWARD CHARLES S 102 SOUTH CLINTON STREET IOWA CITY, IA 52240	ÂΧ	Â	Â	Â			

## **Signatures**

Kenneth R. Urmie, under Power of Attorney dated January 22, 2009

\*\*Signature of Reporting Person Date

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## **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) Fully vested.
- (2) This report is for the year as accrued on the same dates as cash dividends were paid on the underlying stock.
- These RSU shares represent the dividend equivalent that would have been paid on the number of shares of unvested restricted stock units (3) (RSUs) awarded, plus prior dividend equivalents accruing on such RSUs. All such dividend equivalents credited will be treated as RSUs. As RSUs, these dividend equivalents are subject to vesting, forfeiture and termination in accordance with the terms of the original awards.
- (4) Shares held in MidWestOne Financial Group, Inc. Employee Stock Ownership Plan and allocated to reporting person's account as of December 31, 2009.
- (5) Amount rounded down by 1 since reporting person's last report.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.