

STERLING JOHN L
Form 4/A
January 20, 2005

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 *
STERLING JOHN 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)
300 PARK BOULEVARD, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2004

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

ITASCA, IL 60143

4. If Amendment, Date Original Filed(Month/Day/Year)
12/30/2004

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)	
				Code	V	Amount				(A) or (D)
Common Stock	12/28/2004		M ⁽¹⁾			413	A \$ 22.4	81,375	D	
Common Stock	12/28/2004		M ⁽¹⁾			998	A \$ 18.55	82,373	D	
Common Stock	12/28/2004		M ⁽¹⁾			1,005	A \$ 18.4	83,378	D	
Common Stock	12/28/2004		M ⁽¹⁾			2,011	A \$ 18.875	85,389	D	
Common Stock	12/28/2004		M ⁽¹⁾			2,500	A \$ 22.5	87,889	D	

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Common Stock	12/28/2004	<u>M</u> ⁽¹⁾	2,215	A	\$ 28,695	90,104	D
Common Stock	12/28/2004	<u>M</u> ⁽¹⁾	2,342	A	\$ 26,255	92,446	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	252	D	\$ 0	92,194	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	503	D	\$ 0	91,691	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	503	D	\$ 0	91,188	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	1,031	D	\$ 0	90,157	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	1,528	D	\$ 0	88,629	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	1,727	D	\$ 0	86,902	D
Common Stock	12/28/2004	<u>F</u> ⁽¹⁾	1,670	D	\$ 0	85,232	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.4	12/28/2004		<u>M</u> ⁽¹⁾	413	08/19/1999 08/19/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004		<u>A</u> ⁽²⁾	252	06/28/2005 08/19/2008	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 18.55	12/28/2004	<u>M</u> ⁽¹⁾	998	02/17/2000	02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	503	06/28/2005	02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.4	12/28/2004	<u>M</u> ⁽¹⁾	1,005	02/16/2001	02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	503	06/28/2005	02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.875	12/28/2004	<u>M</u> ⁽¹⁾	2,011	05/17/2001	05/17/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	1,031	06/28/2005	05/17/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.5	12/28/2004	<u>M</u> ⁽¹⁾	2,500	02/21/2002	02/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	1,528	06/28/2005	02/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.695	12/28/2004	<u>M</u> ⁽¹⁾	2,215	02/20/2003	02/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	1,727	06/28/2005	02/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.255	12/28/2004	<u>M</u> ⁽¹⁾	2,342	02/19/2004	02/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.82	12/28/2004	<u>A</u> ⁽²⁾	1,670	06/28/2005	02/19/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING JOHN L 300 PARK BOULEVARD, SUITE 400	X			

ITASCA, IL 60143

Signatures

By: Andrea L. Stangl,
Attorney-in-fact for

01/20/2005

__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).

- Corrects previous filing on December 30, 2004, which showed the reporting person's exercise of stock options, tender of previously acquired shares to the issuer and holdings in a Non-Qualified Gain Deferral Plan account. This filing supersedes the December 30, 2004 filing and shows the exercise of 11,484 stock options under the Non-Employee Directors' Stock Option Plan whereby 7,214 previously acquired shares were tendered as payment of the exercise price with the resulting net shares held in direct ownership.
- (1)
 - (2) The transaction represents a reload stock option granted under the Non-Employee Directors' Stock Option Plan to replace the number of shares tendered in the option exercised on 12/28/04.

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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