#### WISE STEPHANIE R

Form 4

December 11, 2007

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

**OMB** Number:

3235-0287

Check this box

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

**OMB APPROVAL** 

Form 5 obligations may continue.

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

response...

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

WISE STEPHANIE R

Symbol

(Check all applicable)

FIRST MIDWEST BANCORP INC

[FMBI]

Director 10% Owner Other (specify

3. Date of Earliest Transaction

X\_ Officer (give title below)

(Month/Day/Year) ONE PIERCE PLACE, SUITE 1500 12/07/2007

(Middle)

EVP, Bus.& Institutional Svcs. 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

ITASCA, IL 60143

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3, 4 and 5)

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

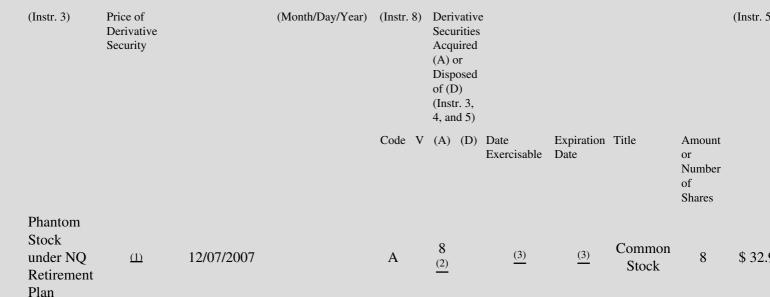
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivat Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4) Security

### Edgar Filing: WISE STEPHANIE R - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WISE STEPHANIE R ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP, Bus.& Institutional Svcs.

## **Signatures**

By: Andrea L. Stangl,

Attorney-in-fact 12/11/2007

\*\*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) Shares of phantom stock in the Nonqualified Retirement Plan have a 1-for-1 conversion ratio.
- Between November 28, 2007 and December 11, 2007 the reporting person acquired 8 shares of First Midwest common stock under the (2) First Midwest Bancorp, Inc. Nonqualified Retirement Plan through the bi-weekly employee contribution feature of the Plan. The information in this report is based on a plan statement dated December 7, 2007.
- (3) Shares of phantom stock in the Nonqualified Retirement Plan are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.

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.

Reporting Owners 2