

GILL PHUPINDER  
Form 4  
July 17, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
GILL PHUPINDER

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)  
8750 WEST BRYN MAWR AVENUE, SUITE 1300

3. Date of Earliest Transaction (Month/Day/Year)  
07/13/2018

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

(Street)  
CHICAGO, IL 60631

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security or Exercise (Instr. 3)	Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Under NQ Deferred Comp. Plan	(1)	07/13/2018	A	590 (2)	(1)	(1)	Common Stock	590							\$ 25.0

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILL PHUPINDER 8750 WEST BRYN MAWR AVENUE SUITE 1300 CHICAGO, IL 60631	X			

### Signatures

Andrea L. Stangl, Attorney-in-fact for Phupinder S. Gill	07/17/2018
**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 acquired pursuant to the First Midwest Bancorp, Inc. Deferred Compensation Plan for Nonemployee Directors (the "Deferred Compensation Plan") represents shares of First Midwest Bancorp, Inc. common stock on a 1-for-1 basis and are payable in cash upon distribution to the participant in accordance with the terms of the plan.
  - (2) Between April 17, 2018 and July 13, 2018, the Reporting Person acquired 590 shares of First Midwest Bancorp, Inc. common stock under the Deferred Compensation Plan. The information in this report is based on a plan statement dated July 13, 2018.
  - (3) Between April 11, 2018 and July 10, 2018, the Reporting Person acquired 100 shares of First Midwest Bancorp, Inc. common stock pursuant to the dividend reinvestment feature under the Deferred Compensation Plan. The information in this report is based on a plan statement dated July 10, 2018.

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.