

DIETRICH MARK M  
Form 4  
December 20, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
DIETRICH MARK M

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)  
12/17/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, First Midwest Bank

ITASCA, IL 60143

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/17/2004		M <sup>(1)</sup>	1,027	A	\$ 22.725	7,766	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/17/2004		M <sup>(2)</sup>	1,188	A	\$ 34.93	8,954	I	By NQ Stock Option Gain Deferral

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Common Stock	12/17/2004	F <sup>(1)</sup>	642	D	\$ 0	8,312	I	Plan Tr By NQ Stock Option Gain Deferral Plan Tr
Common Stock	12/17/2004	F <sup>(2)</sup>	1,142	D	\$ 0	7,170 <sup>(3)</sup>	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock						1,875	D	
Common Stock						11,766 <sup>(4)</sup> <sup>(5)</sup>	I	By Profit Sharing Plan Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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)	\$ 22.725	12/17/2004		M <sup>(1)</sup>	1,027	07/04/2001 02/15/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.93	12/17/2004		M <sup>(2)</sup>	1,188	12/17/2004 02/15/2005	Common Stock
Non-Qualified Stock Option	\$ 36.365	12/17/2004		A <sup>(6)</sup>	642	01/15/2005 02/15/2005	Common Stock

