

OMEARA ROBERT P
Form 4
July 29, 2009

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 *
OMEARA ROBERT P

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)
ONE PIERCE PLACE, SUITE 1500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2009

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock ⁽¹⁾	07/24/2009	07/28/2009	F	11,515 ⁽²⁾ D \$ 0	98,875 ⁽³⁾ ⁽⁴⁾	I	By NQ Stock Option Gain Deferral Plan
Common Stock					4,531 ⁽⁵⁾	D	
Common Stock					20,000	I	By IRA
					154,734	I	By Spouse

Common
Stock

Common
Stock

367,202 ⁽⁴⁾ ⁽⁵⁾ I

By Trust

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OMEARA ROBERT P
ONE PIERCE PLACE, SUITE 1500 X
ITASCA, IL 60143

Signatures

By: Andrea L. Stangl, Attorney-in-fact for Robert P. O'Meara

07/29/2009

__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).

The transactions that are the subject of this report represent the seventh of ten annual installment payments of an in-kind distribution of (1) shares of the Company's common stock to the Reporting Person from the Company's Nonqualified Stock Option Gain Deferral Plan pursuant to a previously established installment payment plan.

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- (2) Represents shares of the Company's common stock withheld and sold for tax liability based on a stock price of \$6.8471 and a sale date of July 24, 2009 pursuant to a report of the Plan Administrator dated July 28, 2009.

- Between May 23, 2009 and July 29, 2009 the Reporting Person acquired 180 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Nonqualified Stock Option Gain Deferral Plan. The information in this report is based on a plan statement dated July 14, 2009.
- (3)

- The reported amounts reflect a gross distribution of 32,898 shares of the Company's common stock, less 11,515 shares withheld for tax liability, resulting in a net in-kind distribution installment payment of 21,383 shares of the Company's common stock delivered to the Reporting Person.
- (4)

- Reflects the transfer of 635 shares (previously reported as directly owned) to the Reporting Person's trust for which the Reporting Person is the trustee.
- (5)

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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