## Edgar Filing: KENT S BELASCO - Form 4

KENT S BEL	ASCO										
Form 4											
December 29,	, 2004										
FORM	4		GEGU	DIFIER					PPROVAL		
Washington, D.C. 20549							E COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERS								Expires:	January 31, 2005		
subject to	SIAIEN	AENT O	F CHA			Estimated	Estimated average				
Section 16. SECURITIES								burden hou	•		
Form 5	Filed pur	suant to S	Section	16(a) of t	he Securi	ities Excha	inge Act of 1934,	response	. 0.5		
obligations	<sup>8</sup> Section $17($						t of 1935 or Secti				
may contir See Instruc	nue.			•	•	ny Act of					
1(b).					_						
(Print or Type Re	esponses)										
1. Name and Ad KENT S BEI	Idress of Reporting	Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
KENI 5 DEI	LASCO		Symbol FIRST MIDWEST BANCORP IN								
				[]	SI BAN	CORP IN	(Check all applicable)				
(Last) (First) (Middle) 3. Date of Earliest Transaction					Director 10% Owner X_ Officer (give title Other (specify						
200 DADK D		TUTE	(Month/Day/Year)				below) below)				
400 PARK B	OULEVARD, S	SUITE	12/27/2	2004			EVP, Ch	ief Information	Officer		
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Me	onth/Day/Ye	ar)		Applicable Line) _X_ Form filed by	One Reporting P	erson		
ITASCA, IL	60143							More than One R			
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of 2	. Transaction Date	2A. Deem	ed	3.	4. Securi		5. Amount of	6. Ownership	7. Nature of		
• •	Month/Day/Year)		Date, if		onAcquired		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Da	av/Year)	Code (Instr. 8)	Disposed (Instr. 3.	× /	Beneficially Owned	(D) or Indirect (I)	Ownership		
		× ·		. ,	· · · ·	,	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(s)				
						or	(Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Repo	rt on a separate line	for each cl	ass of sec	curities ben	eficially ow	ned directly	or indirectly.				
							spond to the colle		SEC 1474		
information contained in this form are not (9-02) required to respond unless the form											
							ntly valid OMB co				
					numt	ber.					
	Tah	le II - Deriv	vative Se	curities A c	auired Di	sposed of or	· Beneficially Owne	d			
	1 40					convertible					

1. Title of	2.	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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(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 Retirement Plan	<u>(1)</u>	12/27/2004		A	5 (2)	<u>(3)</u>	<u>(4)</u>	Common Stock	5	\$ 37.0

## **Reporting Owners**

Reporting Owner Name / Address				
F	Director	10% Owner	Officer	Other
KENT S BELASCO 300 PARK BOULEVARD, SUITE 400 ITASCA, IL 60143			EVP, Chief Information Officer	
Signatures				
By: Andrea L. Stangl, Attorney-in-fact for	12	2/29/2004		
**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 NQ Retirement Plan have a 1-for-1 conversion ratio.

Between December 14, 2004 and December 29, 2004 the reporting person acquired 5 shares of First Midwest common stock under the
(2) First Midwest Bancorp, Inc Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated December 27, 2004.

- (3) Shares of phantom stock in the NQ Retirement Plan are exercisable immediately.
- (4) Shares of phantom stock in the NQ 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.