

FIRST MIDWEST BANCORP INC
 Form 4
 April 03, 2008

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 *
 VIANO JANET 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)

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

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

ONE PIERCE PLACE, SUITE 1500

04/01/2008

EVP, Group President Retail

(Street)

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

ITASCA, IL 60143

(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 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 04/01/2008 | | M ⁽¹⁾ | | 5,617 | A \$ 18.875 | 9,850 I | By NQ Stock Option Gain Deferral Plan |
| Common Stock | 04/01/2008 | | F ⁽¹⁾ | | 3,696 | D \$ 28.69 | 6,154 ⁽²⁾ I | By NQ Stock Option Gain Deferral Plan |

| | | | |
|--------------|--------------------------------------|---|------------------------------|
| Common Stock | 6,183 ⁽³⁾ | D | |
| Common Stock | 14,096 ⁽⁴⁾ ⁽⁵⁾ | I | By Profit Sharing Plan Trust |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 18.875 | 04/01/2008 | | M ⁽¹⁾ | 5,617 | ⁽⁶⁾ 05/17/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.69 | 04/01/2008 | | A ⁽⁷⁾ | 3,696 | 10/01/2008 05/17/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VIANO JANET M ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143 | | | EVP, Group President Retail | |

Signatures

By: Andrea L. Stangl,
Attorney-in-fact

04/03/2008

**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).

Represents the exercise of stock options for the purchase of 5,617 shares of the Company's common stock issued under the Company's
(1) Omnibus Stock & Incentive Plan, with the reporting person tendering as payment of the exercise price and tax liability 3,696 shares of previously owned common stock.

Between August 21, 2007 and April 3, 2008 the reporting person acquired 86 shares of First Midwest common stock pursuant to the
(2) dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 22, 2008.

Between August 21, 2007 and April 3, 2008 the reporting person acquired 74 shares of First Midwest common stock under the First
(3) Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated January 15, 2008.

Between August 21, 2007 and April 3, 2008 the reporting person acquired 302 shares of First Midwest common stock pursuant to the
(4) dividend reinvestment feature under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated January 18, 2008.

Between August 21, 2007 and April 3, 2008 the reporting person acquired 178 shares of First Midwest Bancorp, Inc. common stock
(5) under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated March 20, 2008.

(6) The stock option vests in two equal annual installments beginning on May 17, 2002.

(7) Represents a reload stock option granted under the Company's Omnibus Stock & Incentive Plan to replace the number of shares tendered as payment of the option exercise price or tax liability on April 1, 2008.

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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