

VIANO JANET M  
Form 4  
May 24, 2011

**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)  
ONE PIERCE PLACE, SUITE 1500  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group President Retail Banking

ITASCA, IL 60143

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 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 (A) or (D) Price			
Common Stock	05/20/2011		F(1)	137 D \$ 12.24	32,916	D	
Common Stock	05/20/2011		F(2)	1,455 D \$ 12.24	31,461 (3)	D	
Common Stock					6,556 (4)	I	By NQ Stock Option Gain Deferral Plan
					15,974 (5)	I	

Common  
Stock

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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(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 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
VIANO JANET M ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			Group President Retail Banking	

## Signatures

Andrea L. Stangl, Attorney-in-fact for Janet M. Viano

05/24/2011

\_\_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) On May 20, 2009 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 870 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest in two equal annual installments on the first and second anniversary of the date of grant. On May 20, 2011, the remaining 435 shares of

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the originally granted RSAs vested, of which 137 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

- (2) On May 20, 2009 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 9,251 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On May 20, 2011, 4,626 shares of the originally granted RSAs vested, of which 1,455 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

- (3) Between February 26, 2011 and May 24, 2011 the Reporting Person acquired 5 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan . The information in this report is based on a plan statement dated March 25, 2011.

- (4) Between February 26, 2011 and May 24, 2011 the Reporting Person acquired 5 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the 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 April 26, 2011.

- (5) Between February 26, 2011 and May 24, 2011 the Reporting Person acquired the following shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan: (a) 19 shares pursuant to quarterly match contributions from the Company; (b) 14 shares pursuant to the Dividend Reinvestment feature of the Plan; and (c) 92 shares pursuant to payroll contributions. This information is based on plan statements dated April 6, 2011, April 18, 2011 and May 12, 2011, respectively.

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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