

Lance Cynthia A  
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 \*  
Lance Cynthia A

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)  
EVP, Corporate Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 05/20/2011                           |  | F(1)                           | 127 D \$ 12.24  | 35,383  | D  |                                   |
| Common Stock                    | 05/20/2011                           |  | F(2)                           | 1,491 D \$ 12.24  | 33,892 (3)  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,333 (4) (5) (6)   | 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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SEC 1474 (9-02)



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(4) Between February 26, 2011 and May 24, 2011 the Reporting Person's total shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan was reduced by 43 shares as a result of refunds made to the Reporting Person due to the Company's IRS discrimination testing. This information is based on plan statements dated March 9, 2011.

(5) Between August 4, 2010 and March 29, 2011 the Reporting Person acquired 317 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan pursuant to a 2010 year end employer discretionary contribution. This information is based on a plan statement dated March 17, 2011.

(6) 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) 317 shares pursuant to a 2010 year end employer discretionary contribution; (b) 26 shares pursuant to quarterly match contributions from the Company; (c) 21 shares pursuant to the Dividend Reinvestment feature of the Plan; and (d) 193 shares pursuant to payroll contributions. This information is based on plan statements dated March 17, 2011, 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. 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.