#### **VANDERWOUDE J STEPHEN**

Form 4/A

December 31, 2008

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* VANDERWOUDE J STEPHEN

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

FIRST MIDWEST BANCORP INC

[FMBI]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Officer (give title below)

X Director

10% Owner Other (specify

ONE PIERCE PLACE, SUITE 1500 12/23/2008

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

12/23/2008

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

(A) or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

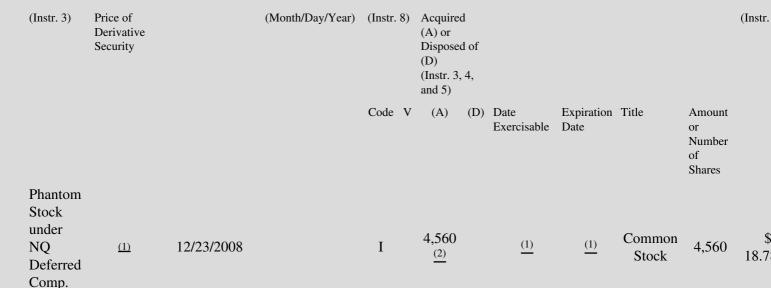
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

7. Title and Amount of 8. Price 1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Conversion Deriva (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Securi any

### Edgar Filing: VANDERWOUDE J STEPHEN - Form 4/A



# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

VANDERWOUDE J STEPHEN
ONE PIERCE PLACE, SUITE 1500 X
ITASCA, IL 60143

## **Signatures**

Plan

By: Andrea L. Stangl, Attorney-in-fact for J. Stephen Vanderwoude

12/31/2008

\*\*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).
- (1) Shares of phantom stock acquired pursuant to the Nonqualified Deferred Compensation Plan have a 1-for-1 conversion ratio and are payable in cash following the termination of the Reporting Person's services as a director of First Midwest Bancorp, Inc.
  - Between February 27, 2004 and December 23, 2008, the Reporting Person acquired 4,560 shares of First Midwest Bancorp, Inc.
- (2) Common Stock under the First Midwest Bancorp, Inc Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated December 23, 2008.
- Between February 27, 2004 and December 23, 2008, the Reporting Person acquired 664 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Deferred Compensation Plan. The information in this report is based on a plan statement dated October 15, 2008.

#### **Remarks:**

This amendment is being filed to correct Table II, Item 4 which originally designated the subject transaction as transaction coor. 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.

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