Lance Cynthia A Form 4 February 21, 2012

## FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

**OMB APPROVAL** OMB 3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Lance Cynthia A			2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  ONE PIERO	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2012					Director 10% Owner Selfow) Other (give title Other (specify below) EVP, Corporate Secretary					
ITASCA, II	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securitor(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/17/2012			F(1)	1,517	D	\$ 11.81	32,396 (2)	D		
Common								2,710 (3) (4)	I	By Profit Sharing	

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

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Plan Trust

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Num of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Lance Cynthia A ONE PIERCE PLACE, SUITE 1500

EVP, Corporate Secretary

ITASCA, IL 60143

#### **Signatures**

Andrea L. Stangl, Attorney-in-fact for Cynthia A. 02/21/2012 Lance

> \*\*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).

On February 17, 2010 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 8,510 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 February 17, 2012, 4,255 shares of the originally granted RSAs vested, of which 1,517 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.
- Between May 25, 2011 and February 21, 2012 the Reporting Person acquired 21 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the Dividend Reinvestment feature. This information is based on a plan statement dated January 17, 2012.
- Pursuant to a statement dated December 15, 2011, reflects 2 shares sold from the Reporting Person's account under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan in satisfaction of quarterly Plan administration fees.
  - Between May 25, 2011 and February 21, 2012 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) 26 shares pursuant to quarterly match
- (4) contributions from the Company; (b) 6 shares pursuant to the Dividend Reinvestment feature of the Plan; (c) 118 shares pursuant to payroll contributions; and (d) 229 shares pursuant to the annual company contribution feature of the Plan. This information is based on plan statements dated July 8, 2011, January 6, 2012 and January 23, 2012, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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