

Brown Thomas Lynn
 Form 4
 January 18, 2019

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 *
 Brown Thomas Lynn

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)
 8750 WEST BRYN MAWR AVENUE, SUITE 1300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/16/2019

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

CHICAGO, IL 60631

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 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	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securities (Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Under NQ Deferred Comp. Plan								A		1,293				Common Stock	1,293	\$ 21
		<u>(1)</u>			01/16/2019					<u>(2)</u>		<u>(1)</u>	<u>(1)</u>			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Thomas Lynn 8750 WEST BRYN MAWR AVENUE SUITE 1300 CHICAGO, IL 60631	X			

Signatures

/s/ Andrea L. Stangl, Attorney-in-fact for Thomas Lynn Brown
Date: 01/18/2019

 **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 First Midwest Bancorp, Inc. Deferred Compensation Plan for Nonemployee Directors (the "Plan") represent shares of First Midwest Bancorp, Inc. common stock on a 1-for-1 basis and are payable in cash upon distribution to the participant in accordance with the terms of the Plan.
 - (2) Between October 16, 2018 and January 16, 2019, the Reporting Person acquired 1,293 shares of First Midwest Bancorp, Inc. common stock under the Plan. The information in this report is based on a plan statement dated January 16, 2019.
 - (3) Between October 10, 2018 and January 8, 2019, the Reporting Person acquired 47 shares of First Midwest Bancorp, Inc. common stock pursuant to the dividend reinvestment feature under the Plan. The information in this report is based on a plan statement dated January 8, 2019.

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.