

FIRST INTERSTATE BANCSYSTEM INC

Form 4

February 19, 2013

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Huston Michael G.

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Ex. VP & Chief Banking Officer

PO BOX 30918

(Street)

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

BILLINGS, MT 59116

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Class A Common Stock					14,698	I	By Trust
Class A Common Stock					4,972	I	by 401(k) Plan
Class A Common Stock					1,776	I	By IRA
Class A Common	02/14/2013		F ⁽¹⁾	154	D	\$ 5,065 17.3	D

Stock

Class A

Common 02/15/2013

A

3,270
(2)

A

\$ 0 8,335

D

Stock

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 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. I
				Code	V	(A)	(D)	
Stock Options	\$ 17.22	02/15/2013		A		6,933	(3) 02/15/2020	Class A Common Stock
								Amount or Number of Shares
								6,933
								\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Huston Michael G. PO BOX 30918 BILLINGS, MT 59116	Ex. VP & Chief Banking Officer

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person 02/18/2013

__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).

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- (1) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.
- (2) Shares issued for no consideration pursuant to the Registrant's 2006 Equity Compensation Plan. Includes 1,401 time-based shares that vest in three equal portions on the first, second and third annual anniversaries of February 15, 2013. Also includes 1,869 performance-based shares that vest on December 31, 2015 upon achievement of specified performance goals.
- (3) Stock options issued for no consideration pursuant to the Registrant's 2006 Equity Compensation Plan. Stock options vest in three equal portions on the first, second and third annual anniversaries of February 15, 2013.

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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