

STERLING JOHN L  
Form 4/A  
January 20, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STERLING JOHN L

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)  
300 PARK BOULEVARD, SUITE 400  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2004

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

ITASCA, IL 60143

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/30/2004

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 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 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/28/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   |   | 413    | A \$ 22.4                                                                                     | 81,375                                                   | D                                                     |
| Common Stock                    | 12/28/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   |   | 998    | A \$ 18.55                                                                                    | 82,373                                                   | D                                                     |
| Common Stock                    | 12/28/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   |   | 1,005  | A \$ 18.4                                                                                     | 83,378                                                   | D                                                     |
| Common Stock                    | 12/28/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   |   | 2,011  | A \$ 18.875                                                                                   | 85,389                                                   | D                                                     |
| Common Stock                    | 12/28/2004                           |                                                    | M <sup>(1)</sup>               |                                                                   |   | 2,500  | A \$ 22.5                                                                                     | 87,889                                                   | D                                                     |

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|              |            |                         |       |   |           |        |   |
|--------------|------------|-------------------------|-------|---|-----------|--------|---|
| Common Stock | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,215 | A | \$ 28.695 | 90,104 | D |
| Common Stock | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,342 | A | \$ 26.255 | 92,446 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 252   | D | \$ 0      | 92,194 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 503   | D | \$ 0      | 91,691 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 503   | D | \$ 0      | 91,188 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 1,031 | D | \$ 0      | 90,157 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 1,528 | D | \$ 0      | 88,629 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 1,727 | D | \$ 0      | 86,902 | D |
| Common Stock | 12/28/2004 | <u>F</u> <sup>(1)</sup> | 1,670 | D | \$ 0      | 85,232 | D |

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

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(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 Underlying Security (Instr. 3 and 4) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                   | Title |
| Non-Qualified Stock Option (right to buy)  | \$ 22.4                                                | 12/28/2004                           |                                                    | <u>M</u> <sup>(1)</sup>        | 413                                                                                     | 08/19/1999 08/19/2008                                    | Common Stock                                      |       |
| Non-Qualified Stock Option (right to buy)  | \$ 36.82                                               | 12/28/2004                           |                                                    | <u>A</u> <sup>(2)</sup>        | 252                                                                                     | 06/28/2005 08/19/2008                                    | Common Stock                                      |       |

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|                                           |           |            |                         |       |            |            |              |
|-------------------------------------------|-----------|------------|-------------------------|-------|------------|------------|--------------|
| Non-Qualified Stock Option (right to buy) | \$ 18.55  | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 998   | 02/17/2000 | 02/17/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 503   | 06/28/2005 | 02/17/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.4   | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 1,005 | 02/16/2001 | 02/16/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 503   | 06/28/2005 | 02/16/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.875 | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,011 | 05/17/2001 | 05/17/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 1,031 | 06/28/2005 | 05/17/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 22.5   | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,500 | 02/21/2002 | 02/21/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 1,528 | 06/28/2005 | 02/21/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.695 | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,215 | 02/20/2003 | 02/20/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 1,727 | 06/28/2005 | 02/20/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.255 | 12/28/2004 | <u>M</u> <sup>(1)</sup> | 2,342 | 02/19/2004 | 02/19/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.82  | 12/28/2004 | <u>A</u> <sup>(2)</sup> | 1,670 | 06/28/2005 | 02/19/2013 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships |           |         |       |
|--------------------------------------------------|---------------|-----------|---------|-------|
|                                                  | Director      | 10% Owner | Officer | Other |
| STERLING JOHN L<br>300 PARK BOULEVARD, SUITE 400 | X             |           |         |       |

ITASCA, IL 60143

## Signatures

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

01/20/2005

\_\_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).

- Corrects previous filing on December 30, 2004, which showed the reporting person's exercise of stock options, tender of previously acquired shares to the issuer and holdings in a Non-Qualified Gain Deferral Plan account. This filing supersedes the December 30, 2004 filing and shows the exercise of 11,484 stock options under the Non-Employee Directors' Stock Option Plan whereby 7,214 previously acquired shares were tendered as payment of the exercise price with the resulting net shares held in direct ownership.
- (1)
  - (2) The transaction represents a reload stock option granted under the Non-Employee Directors' Stock Option Plan to replace the number of shares tendered in the option exercised on 12/28/04.

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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