#### Edgar Filing: Carapella Victor P - Form 4

| Carapella Vict<br>Form 4                                                                                                                                                                                                                         |                                    |                     |       |                                                             |                        |                |            |                                                                                                                                                       |                                                                      |                                                                   |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------|-------|-------------------------------------------------------------|------------------------|----------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| March 01, 201                                                                                                                                                                                                                                    | Л                                  |                     |       |                                                             |                        |                |            |                                                                                                                                                       |                                                                      | PPROVAL                                                           |  |
|                                                                                                                                                                                                                                                  | ITIES Al<br>hington,               |                     |       | NGE (                                                       | COMMISSION             | OMB<br>Number: | 3235-0287  |                                                                                                                                                       |                                                                      |                                                                   |  |
| Check this box<br>if no longer<br>subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br> |                                    |                     |       |                                                             |                        |                |            | irs per                                                                                                                                               |                                                                      |                                                                   |  |
| (Print or Type Re                                                                                                                                                                                                                                | esponses)                          |                     |       |                                                             |                        |                |            |                                                                                                                                                       |                                                                      |                                                                   |  |
| Carapella Victor P Symbol                                                                                                                                                                                                                        |                                    |                     |       | er Name <b>and</b> Ticker or Trading<br>MIDWEST BANCORP INC |                        |                |            | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                                                         |                                                                      |                                                                   |  |
| (Last)(First)(Middle)3. Date of<br>(Month/DONE PIERCE PLACE, SUITE 150002/25/20                                                                                                                                                                  |                                    |                     |       | -                                                           |                        |                |            | Director       10% Owner         X Officer (give title       Other (specify below)         below)       below)         EVP, Comm'l Banking Group Mgr. |                                                                      |                                                                   |  |
| ITASCA, IL                                                                                                                                                                                                                                       | (Street)<br>60143                  |                     |       | ndment, Dat<br>th/Day/Year)                                 | e Original             |                |            | 6. Individual or Jo<br>Applicable Line)<br>_X_ Form filed by<br>Form filed by M<br>Person                                                             |                                                                      | erson                                                             |  |
| (City)                                                                                                                                                                                                                                           | (State)                            | (Zip)               | Table | e I - Non-Do                                                | erivative S            | ecuri          | ties Ac    | quired, Disposed o                                                                                                                                    | f, or Beneficia                                                      | lly Owned                                                         |  |
| 1.Title of<br>Security<br>(Instr. 3)                                                                                                                                                                                                             | 2. Transaction D<br>(Month/Day/Yea | ar) Executio<br>any |       | 3.<br>Transactic<br>Code<br>(Instr. 8)<br>Code V            | Disposed<br>(Instr. 3, | (A) o<br>of (D | )          | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                                    | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                                                                                                                                                                                                                                  | 02/25/2011                         |                     |       | А                                                           | 147 <u>(1)</u>         | А              | <u>(2)</u> | 62,969                                                                                                                                                | D                                                                    |                                                                   |  |
| Common<br>Stock                                                                                                                                                                                                                                  |                                    |                     |       |                                                             |                        |                |            | 49,031                                                                                                                                                | I                                                                    | By NQ<br>Stock<br>Option<br>Gain<br>Deferral<br>Plan              |  |
| Common<br>Stock                                                                                                                                                                                                                                  |                                    |                     |       |                                                             |                        |                |            | 25,657                                                                                                                                                | I                                                                    | By Profit<br>Sharing<br>Plan                                      |  |

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

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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. Titl | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration Da | ate         | Amou    | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | lying    | Security    | Secu   |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securi  | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |             |         |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |             |         |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |         |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |         |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |         | or       |             |        |
|             |             |                     |                    |            |            |               | Date        | Title   | Number   |             |        |
|             |             |                     |                    |            |            |               |             |         | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address                                           | ss         |           |                                |       |  |  |  |  |
|--------------------------------------------------------------------------|------------|-----------|--------------------------------|-------|--|--|--|--|
|                                                                          | Director   | 10% Owner | Officer                        | Other |  |  |  |  |
| Carapella Victor P<br>ONE PIERCE PLACE<br>SUITE 1500<br>ITASCA, IL 60143 |            |           | EVP, Comm'l Banking Group Mgr. |       |  |  |  |  |
| Signatures                                                               |            |           |                                |       |  |  |  |  |
| Andrea L. Stangl, Attorney-in-<br>Carapella                              | fact for V | ictor P.  | 03/01/2011                     |       |  |  |  |  |
| <u>**</u> Signature of Reporti                                           | ng 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).

Represents a portion of base salary paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting Person
 (1) may not transfer the shares during the period the Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program except in the case of the Reporting Person's death or disability.

The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person

(2) by \$11.80 (the average high and low sale price of one share of the company's common stock as quoted on the Nasdaq Stock Market on February 24, 2011).

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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