

Hoppe Mark A
Form 4
November 21, 2017

FORM 4

UNITED 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hoppe Mark A

(Last) (First) (Middle)

C/O MB FINANCIAL, INC., 6111
NORTH RIVER ROAD

(Street)

ROSEMONT, IL 60018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MB FINANCIAL INC /MD [MBFI]

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

11/17/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO & President of Subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2017		A		61 <u>(1)</u>	A	\$ 43.93	7,830 <u>(2)</u>	I	By Deferred Comp Plan
Common Stock								134,151	D	
Common Stock								48,927	I	By IRA
Common Stock								93,677	I	With Spouse ⁽³⁾

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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 Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.26					02/25/2016 ⁽⁴⁾	02/25/2025 ⁽⁴⁾	Common Stock	11,2
Performance Share Units	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Stock	14,5
Restricted Stock Units	\$ 0					⁽⁶⁾	⁽⁶⁾	Common Stock	5,8
Stock Option (Right to Buy)	\$ 30.33					02/24/2017 ⁽⁷⁾	02/24/2026 ⁽⁷⁾	Common Stock	11,8
Performance Share Units	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Stock	13,5
Restricted Stock Units	\$ 0					⁽⁸⁾	⁽⁸⁾	Common Stock	8,10
Stock Option (Right to Buy)	\$ 45.67					⁽⁹⁾	⁽⁹⁾	Common Stock	9,5
Performance Share Units	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Stock	9,90
Restricted Stock Units	\$ 0					⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	94
Restricted Stock Units	\$ 0					⁽¹¹⁾	⁽¹¹⁾	Common Stock	7,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoppe Mark A C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018				CEO & President of Subsidiary

Signatures

/s/ Doria L. Koros, attorney-in-fact for Mark A.
Hoppe

11/21/2017

__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) Represents acquisition of equivalent shares of the Issuer's common stock through the Issuer's Stock Deferred Compensation Plan.
Represents approximate equivalent number of shares of the Issuer's common stock held in the reporting person's account under the Issuer's Stock Deferred Compensation Plan, based on the most recent plan account statement. The approximate equivalent number of shares is equal to the dollar value of the reporting person's plan account divided by the closing price of the Issuer's common stock. As a result, the equivalent number of shares will fluctuate with changes in the market price of the Issuer's common stock.
- (2)
- (3) Shares held jointly by Mr. Hoppe and his spouse.
- (4) Option to purchase shares of common stock granted to the reporting person under Issuer's Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning on February 25, 2016).
- (5) Performance based vesting
- (6) The restricted stock units are scheduled to vest ratably over 4 years (25% per year beginning February 25, 2016).
- (7) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 24, 2017).
Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The restricted stock units vest annually over 4 years (25% per year beginning February 24, 2017).
- (8)
- (9) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 22, 2018).
Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan. One-half of the restricted stock units are scheduled to vest on February 22, 2018 and one-half of the restricted stock units are scheduled to vest on February 22, 2019.
- (10)
- (11) Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The restricted stock units vest annually over 4 years (25% per year beginning February 22, 2018).

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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