

Hoppe Mark A
Form 4
February 28, 2019

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)

02/27/2019

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 below) ☒ Other (specify below)

CEO & President of Subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2019		M	(A) or (D) Amount 15,218 (1) Price \$ 45.58	153,717	D	
Common Stock	02/27/2019		F	(A) or (D) Amount 6,803 (2) Price \$ 45.58	146,914	D	
Common Stock					8,998	I	By Deferred Comp Plan
Common Stock					48,927	I	By IRA
					93,677	I	

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Common
Stock

With
Spouse ⁽³⁾

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 A Underlying Se (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
Performance Share Units	\$ 0	02/27/2019		M	15,218 <u>(1)</u>	<u>(4)</u> <u>(4)</u>	Common Stock
Stock Option (Right to Buy)	\$ 31.26					02/25/2016 ⁽⁵⁾ 02/25/2025 ⁽⁵⁾	Common Stock
Stock Option (Right to Buy)	\$ 30.33					02/24/2017 ⁽⁶⁾ 02/24/2026 ⁽⁶⁾	Common Stock
Restricted Stock Units	\$ 0					<u>(7)</u> <u>(7)</u>	Common Stock
Stock Option (Right to Buy)	\$ 45.67					<u>(8)</u> <u>(8)</u>	Common Stock
Performance Share Units	\$ 0					<u>(4)</u> <u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0					<u>(9)</u> <u>(9)</u>	Common Stock
Stock Option (Right to Buy)	\$ 41.01					<u>(10)</u> <u>(10)</u>	Common Stock
Performance Share Units	\$ 0					<u>(4)</u> <u>(4)</u>	Common Stock
	\$ 0					<u>(11)</u> <u>(11)</u>	

Restricted
Stock UnitsCommon
Stock

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	X			CEO & President of Subsidiary

Signatures

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

02/28/2019

**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) Transaction represents the settlement of performance share units ("PSUs"). These PSUs represented the right to receive a number of shares of the issuer's common stock, ranging from 25% to 175% of a target number of 13,501 shares (which was the number of PSUs previously reported as having been awarded to the reporting person) depending on the level of achievement relative to a specified performance goal (total shareholder return relative to a comparison group) during the performance period. Based on the actual level of achievement during the performance period, the reporting person vested in 15,218 PSUs, representing 112.72% of the target number of PSUs, for which the reporting person became entitled to 15,218 shares of the issuer's common stock.
- (2) Transaction represents withholding of shares to satisfy tax withholding obligation in connection with the vesting and settlement of PSUs as described in Footnote 1.
- (3) Shares held jointly by Mr. Hoppe and his spouse.
- (4) Performance based vesting
- (5) 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).
- (6) 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).
- (7) 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 remaining restricted stock units are scheduled to vest on February 24, 2020.
- (8) 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).
- (9) 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 remaining restricted stock units are scheduled to vest in one-half annual increments beginning February 22, 2020.
- (10) 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 28, 2019).
- (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 remaining restricted stock units are scheduled to vest in one-third annual increments beginning February 28, 2020.

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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