

Heckler Mark A.
Form 4
March 01, 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 *
Heckler 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 ____X____ Other (specify
below) below)

Exec. Officer 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	47,595	D	
Common Stock				(A) or (D)	2,429 ⁽²⁾	I	By Deferred Comp Plan

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 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 An Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/27/2019		A	8,140			<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Option (Right to Buy)	\$ 20.4							08/29/2013 ⁽³⁾	08/29/2022	Common Stock
Stock Option (Right to Buy)	\$ 27.09							08/28/2014 ⁽³⁾	08/28/2023	Common Stock
Stock Option (Right to Buy)	\$ 29.8							02/26/2015 ⁽³⁾	02/26/2024 ⁽³⁾	Common Stock
Stock Option (Right to Buy)	\$ 31.26							02/25/2016 ⁽⁴⁾	02/25/2025 ⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 30.33							02/24/2017 ⁽⁵⁾	02/24/2026 ⁽⁵⁾	Common Stock
Restricted Stock Units	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock
Stock Option (Right to Buy)	\$ 45.67							<u>(7)</u>	<u>(7)</u>	Common Stock
Performance Share Units	\$ 0							<u>(8)</u>	<u>(8)</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
	\$ 0							<u>(8)</u>	<u>(8)</u>	

Performance Share Units				Common Stock
Restricted Stock Units	\$ 0	(6)	(6)	Common Stock
Restricted Stock Units	\$ 0	(11)	(11)	Common Stock
Stock Option (Right to Buy)	\$ 12.09	07/22/2013 ⁽¹²⁾	07/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 17.2	07/28/2014 ⁽¹²⁾	09/28/2020	Common Stock

Reporting Owners

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

Signatures

/s/ Doria L. Koros, attorney-in-fact for Mr.
Heckler

03/01/2019

__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) 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 27, 2020).
- (2) 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.
- (3) Grant to reporting person of option to purchase shares of common stock under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests ratably over 4 years (25% per year).
- (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) 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).
- (6) 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 28, 2020.
- (7)

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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).

(8) Performance based vesting

(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 28, 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.

(12) Option to purchase shares of common stock granted to the reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option is 100% vested.

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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