

GRIES CHARLES J  
Form 4  
March 25, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRIES CHARLES J**

(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)

**03/21/2019**

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)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2019		D		7,595	D	<u>\$ 0</u> (2)	0	D	
Common Stock	03/22/2019		D		<u>54,524</u> (1)	D	<u>\$ 0</u> (2)	0	I	By Deferred Comp Plan
Common Stock	03/22/2019		D		4,557	D	<u>\$ 0</u> (2)	0	I	Charles J. Gries Profit Sharing and Cash Deferred Plan

By  
Deferred  
Comp Plan  
  
Charles J.  
Gries  
Profit  
Sharing  
and Cash  
Deferred  
Plan

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Common Stock	03/22/2019	D	1,584	D	<u>\$ 0</u> (2)	0	I	Living Trust
Common Stock	03/22/2019	D	1,050	D	<u>\$ 0</u> (2)	0	I	Pension Plan
Common Stock	03/22/2019	D	2,200	D	<u>\$ 0</u> (2)	0	I	By Spouse's IRA

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Director Stock Units	\$ 0	03/21/2019		D		7,522	<u>(3)</u> <u>(3)</u>	Common Stock 7,522
Restricted Stock Units	\$ 0	03/21/2019		A		7,522	<u>(3)</u> <u>(3)</u>	Common Stock 7,522
Restricted Stock Units	\$ 0	03/22/2019		D		7,522	<u>(4)</u> <u>(4)</u>	Common Stock 7,522

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRIES CHARLES J C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018	X

## Signatures

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

03/25/2019

\_\_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) 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) Disposed of upon completion of the merger (the "Merger") of a wholly owned subsidiary of Fifth Third Bancorp ("Fifth Third") with and into the Issuer, effective March 22, 2019. Pursuant to the Agreement and Plan of Merger, dated as of May 20, 2018, between the Issuer and Fifth Third, upon completion of the Merger, each outstanding share of the Issuer's common stock converted into the right to receive 1.45 shares of Fifth Third common stock and \$5.54 in cash. The closing price per share of Fifth Third common stock on March 21, 2019, the last trading day prior to completion of the Merger, was \$25.48.

(3) Transaction reflects grant of restricted stock units in substitution for previously held director stock units.

(4) These restricted stock units were assumed by Fifth Third upon completion of the Merger and converted into Fifth Third restricted stock units as provided under the terms of the Merger Agreement.

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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