

OMEARA ROBERT P  
 Form 4  
 April 29, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*</p> <p><b>OMeara, Robert P.</b></p> <p>(Last) (First) (Middle)  <b>300 Park Boulevard, Suite 405</b></p> <p>(Street)  <b>Itasca, IL 60143</b></p> <p>(City) (State) (Zip)  <b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>First Midwest Bancorp, Inc. FMBI</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>April 25, 2003</b></p>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p>

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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/D   Price			
Common Stock	04/25/2003		M (1)	15928   A   \$22.50		I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	04/25/2003		F (1)	13154   D 	237428	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock					218391	D	
Common Stock					18951 (2)	I	By IRA
Common Stock					187395 (3)	I	By Profit Sharing Plan Trust
Common Stock					167591 (4)	I	By Spouse

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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SEC 1474 (9-02)

**OMeara, Robert P. - April 25, 2003**

**Form 4 (continued)**

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 and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Beneficial Ownership (Instr.4)
Non-Qualified Stock Option (right to buy)	\$22.5000	04/25/2003		M (1)	(D) 15,928	varies (6)   04/25/2011	Common Stock - 15,928		15,928	D	
Non-Qualified Stock Option (right to buy)	\$27.2450	04/25/2003		A (5)	(A) 13,154	10/25/2003   04/25/2011	Common Stock - 13,154	\$27.2450	13,154	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/16/2004	Common Stock - 9,013		9,013	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/15/2005	Common Stock - 9,614		9,614	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/21/2006	Common Stock - 9,999		9,999	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/19/2007	Common Stock - 10,407		10,407	D	
Non-Qualified Stock Option (right to buy)	\$28.4350					06/20/2002   02/18/2008	Common Stock - 8,315		8,315	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/18/2008	Common Stock - 8,117		8,117	D	
Non-Qualified Stock Option (right to buy)	\$28.4350					06/20/2002   02/17/2009	Common Stock - 8,648		8,648	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/17/2009	Common Stock - 8,441		8,441	D	
Non-Qualified Stock Option (right to buy)	\$28.4350					06/20/2002   08/18/2009	Common Stock - 9,693		9,693	D	

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Non-Qualified Stock Option (right to buy)	\$27.0000					06/18/2003   08/18/2009	Common Stock - 10,207		10,207	D	
Non-Qualified Stock Option (right to buy)	\$29.1300					09/28/2002   02/16/2010	Common Stock - 22,571		22,571	D	
Non-Qualified Stock Option (right to buy)	\$26.2550					08/18/2003   02/16/2010	Common Stock - 25,041		25,041	D	
Non-Qualified Stock Option (right to buy)	\$22.5000					varies (7)   02/21/2011	Common Stock - 15,272		15,272	D	
Non-Qualified Stock Option (right to buy)	\$26.3100					08/24/2003   02/21/2011	Common Stock - 13,061		13,061	D	
Non-Qualified Stock Option (right to buy)	\$28.6950					varies (8)   02/20/2012	Common Stock - 52,692		52,692	D	
Non-Qualified Stock Option (right to buy)	\$26.2550					varies (9)   02/19/2013	Common Stock - 57,589		57,589	D	
Phantom Stock under NQ Retirement Plan	1-for-1					Immed.   (10)	Common Stock - 2,481		2,481	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: By Andrea L. Stangl, Attorney in-fact 04-28-2003**

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

**Power of Attorney**

Page 2

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**OMeara, Robert P. - April 25, 2003**

**Form 4 (continued)**

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc. FMBI**

Form 4 - April 2003

**Robert P. OMeara  
300 Park Boulevard, Suite 405**

Itasca, IL 60143

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**Explanation of responses:**

- (1) The transaction represents the exercise of 15,928 stock options under the Omnibus Stock & Incentive Plan whereby 13,154 previously acquired shares were tendered in payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,774 shares.
- (2) Between January 1, 2003 and March 28, 2003 the reporting person acquired 135 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated March 28, 2003.
- (3) Between February 24, 2003 and April 7, 2003 the reporting person acquired 681 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated April 7, 2003.
- (4) Between January 1, 2003 and March 28, 2003 the reporting person acquired 4 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated March 28, 2003.
- (5) Represents reload stock option granted under the Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 4/25/03.
- (6) The stock option vests in two equal annual installments beginning on April 25, 2003.
- (7) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (8) The stock option vests in two equal annual installments beginning on February 20, 2004.
- (9) The stock option vests in two equal annual installments beginning on February 19, 2005.
- (10) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.