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Form 4													
January 04, 20											PPROVAL		
FORM	4 UNITED ST	FATES S						NGE	COMMISSION	-	3235-0287		
Check this if no longer subject to Section 16. Form 4 or Form 5	r STATEMI	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES											
obligations may contin <i>See</i> Instruct 1(b).	on 30(h) of the Investment Company Act of 1940												
(Print or Type Re	sponses)												
1. Name and Address of Reporting Person *2. IssueCarapella Victor PSymbol						Ticker or T			5. Relationship of Reporting Person(s) to Issuer				
		FIRST MIDWEST BANCORP INC [FMBI]						(Check all applicable)					
(Last)(First)(Middle)3. Date of (Month/Date)ONE PIERCE PLACE, SUITE 150012/31/20				-					Director 10% Owner Officer (give title Other (specify below) EVP, Comm'l Banking Group Mgr.				
ITASCA, IL ((Street) 50143			dment, D h/Day/Yea		Original			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	-	erson		
(City)	(State) (Z	(ip)	Tabla	I Non I	De	uivativa C		tion A a		f or Donoficial	Ur Owned		
1.Title of	2. Transaction Date		ed Date, if	3. Transact Code (Instr. 8)	tioı)	4. Securit Acquired Disposed (Instr. 3, Amount	ties (A) c of (D	or))	quired, Disposed o 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		
Common Stock	12/31/2010			А		150 <u>(1)</u>	A	<u>(2)</u>	49,063 <u>(3)</u>	D			
Common Stock									48,992	I	By NQ Stock Option Gain Deferral Plan		
Common Stock									25,637	I	By Profit Sharing Plan Trust		

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or 1		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Carapella Victor P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			EVP, Comm'l Banking Group Mgr.					
Signatures								
Andrea L. Stangl, Attorney-in- Carapella	fact for V	ictor P.	01/04/2011					
<u>**</u> Signature of Reporti	ng 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).

Represents a portion of base salary paid to the Reporting Person in bi-weekly installments of fully vested shares. The Reporting Person
 (1) may not transfer the shares during the period the Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program except in the case of the Reporting Person's death or disability.

The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person

- (2) by \$11.73 (the average high and low sale price of one share of the company's common stock as quoted on the Nasdaq Stock Market on December 30, 2010).
- (3) Between October 13, 2010 and January 3, 2010 the Reporting Person acquired 5 shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The aggregate information reported in this line item includes such

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shares as reported in a plan statement dated December 17, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.