OMEARA JOHN M

Form 4

September 13, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OMEARA JOHN M		ng Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) ONE PIERCE	(First) PLACE, SU	(Middle)  JITE 1500	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2005	X Director 10% OwnerX Officer (give title Other (specify below) President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
ITASCA, IL 60143				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative :	Securi	ities Acqu	nired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/09/2005		Code V M	Amount 4,434	(D)	Price \$ 37.17	(Instr. 3 and 4) 79,220	D	
Common Stock	09/09/2005		M	14,384	A	\$ 37.17	93,604	D	
Common Stock	09/09/2005		M	1,182	A	\$ 37.17	94,786	D	
Common Stock	09/09/2005		S	20,000	D	\$ 38.25	74,786	D	
Common Stock	09/12/2005		M	29,690	A	\$ 37.17	104,476	D	

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Common Stock	09/12/2005	M	3,511	A	\$ 37.17	107,987	D	
Common Stock	09/12/2005	M	6,799	A	\$ 31.01	114,786	D	
Common Stock	09/12/2005	S	40,000	D	\$ 38.25	74,786	D	
Common Stock						3,056	I	By IRA
Common Stock						223,177	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock						162,111	I	By Profit Sharing Plan Trust
Common Stock						38,805	I	By Spouse

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nui of S
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/09/2005		M	4,434	05/24/2005	02/16/2010	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/09/2005		M	14,384	05/24/2005	02/16/2010	Common Stock	14

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Non-Qualified Stock Option (right to buy)	\$ 37.17	09/09/2005	M	1,182	05/24/2005	02/21/2011	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 31.01	09/12/2005	M	6,799	11/09/2002	02/21/2006	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/12/2005	M	29,690	05/24/2005	02/21/2011	Common Stock	29
Non-Qualified Stock Option (right to buy)	\$ 37.17	09/12/2005	M	3,511	05/24/2005	02/20/2012	Common Stock	3,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
OMEARA JOHN M ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143	X		President & CEO				

# **Signatures**

By: Andrea L. Stangl,
Attorney-in-fact for

09/13/2005

\*\*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).

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.

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