WISE STEPHANIE R

Form 4

December 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

WISE STEPHANIE R

(First)

2. Issuer Name and Ticker or Trading Symbol

FIRST MIDWEST BANCORP INC

[FMBI]

3. Date of Earliest Transaction

(Month/Day/Year) 12/23/2005

ONE PIERCE PLACE, SUITE 1500

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

EVP, Bus.& Institutional Svcs. 6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

Issuer

ITASCA, IL 60143

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Execution Date, if

3. 4. Securities TransactionAcquired (A) or

Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

Transaction(s) (Instr. 3 and 4)

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

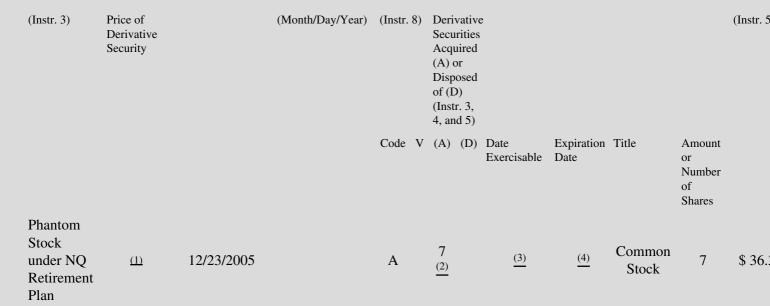
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivat Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4) Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WISE STEPHANIE R ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP, Bus.& Institutional Svcs.

Signatures

By: Donna L. Zodrow,

Attorney-in-fact for 12/23/2005

**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).
- (1) Shares of phantom stock in the NQ Retirement Plan have a 1-for-1 conversion ratio.
- Between December 13, 2005 and December 23, 2005 the reporting person acquired 7 shares of First Midwest common stock under the (2) First Midwest Bancorp. Inc Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated December 13, 2005 and December 23, 2005 the reporting person acquired 7 shares of First Midwest common stock under the
- (2) First Midwest Bancorp, Inc Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated December 23, 2005.
- (3) Shares of phantom stock in the NQ Retirement Plan are exercisable immediately.
- (4) Shares of phantom stock in the NQ Retirement Plan are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.

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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