

OMEARA ROBERT P
 Form 4
 February 25, 2003
 SEC Form 4

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|---|---|--|
| <p align="center">FORM 4</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>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</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 align="center">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>OMeara, Robert P.</p> <hr/> <p>(Last) (First) (Middle) 300 Park Boulevard, Suite 405</p> <hr/> <p>(Street) Itasca, IL 60143</p> <hr/> <p>(City) (State) (Zip) USA</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Midwest Bancorp, Inc. FMBI</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 align="center">February 24, 2003</p> <hr/> <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 | 02/24/2003 | | M (1) | 15,272 A \$22.50 | | I | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | 02/24/2003 | | F (1) | 13,061 D | 234,654 | I | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | | | | | 218,391 | D | |
| Common Stock | | | | | 18,816 | I | By IRA |
| Common Stock | | | | | 186,714 | I | By Profit Sharing Plan Trust |
| Common Stock | | | | | 167,587 | 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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(over)
SEC 1474 (9-02)

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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 (V) (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) | \$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 | |
| 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 (4) 04/25/2011 | Common Stock - 31,856 | | 31,856 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.6950 | | | | | varies (5) 02/20/2012 | Common Stock - 52,692 | | 52,692 | D | |
| Non-Qualified Stock Option (right to buy) | \$26.2550 | | | | | varies (6) 02/19/2013 | Common Stock - 57,589 | | 57,589 | D | |
| Phantom Stock under NQ Retirement Plan | 1-for-1 | | | | | Immed. (7) | Common Stock - 2,481 | | 2,481 | D | |
| | \$22.5000 | 02/24/2003 | | M (1) | | | | | 15,272 | D | |

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|---|-----------|------------|--|-------------------|----------------------------|--------------------------|-----------|--------|---|--|
| Non-Qualified Stock Option (right to buy) | | | | (D) 15,272 | varies (3) 02/21/2011 | Common Stock - 15,272 | | | | |
| Non-Qualified Stock Option (right to buy) | \$26.3100 | 02/24/2003 | | A (2) 13,061 | 08/24/2003 02/21/2011 | Common Stock - 13,061 | \$26.3100 | 13,061 | 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 | |
| | | | | | | | | | | |

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
** 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

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Form 4 (continued)

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

Form 4 - February 2003

**Robert P. OMeara
300 Park Boulevard, Suite 405
Itasca, IL 60143**

Explanation of responses:

- (1) The transaction represents the exercise of 15,272 stock options under the Omnibus Stock & Incentive Plan whereby 13,061 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 2,211 shares.
- (2) Represents reload stock option granted under the Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 2/24/03.
- (3) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (4) The stock option vests in two equal annual installments beginning on April 25, 2003.
- (5) The stock option vests in two equal annual installments beginning on February 20, 2004.
- (6) The stock option vests in two equal annual installments beginning on February 19, 2005.
- (7) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.