Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

FIRST MID Form 4 April 04, 20	WEST BANCOF	RP INC	C							
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	Expires: Estimated burden hou response	urs per								
(Print or Type	Responses)									
1. Name and A BEAUDRY	2. Issuer Name and Ticker or Trading Symbol FIRST MIDWEST BANCORP INC [FMBI]				 5. Relationship of Reporting Person(s) to Issuer C (Check all applicable) 					
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction				Director 10% Owner X Officer (give title Other (specify			
300 PARK 400	SUITE	(Month/Day/Year) 04/01/2005				below) below) Group President Trust				
(Street) 4. If Amendment, Date Origin Filed(Month/Day/Year)				-	Driginal 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
ITASCA, I	L 60143						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) 4 and 5) (A) or	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)	
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.			
					inforn requii	nation cont red to respo ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	d		

1. Title of	2.	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

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Security (Instr. 3)	-		any (Month/Day/Year)		Secur Acqu (A) o Dispo of (D (Instr		sposed		(Instr. 3 and 4)		Security (Instr. 5
				Code V	V (4	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock under NQ Retirement Plan	(1)	04/01/2005		А		3 2)	<u>(3)</u>	(4)	Common Stock	3	\$ 32.

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BEAUDRY TERRY G 300 PARK BOULEVARD, SUITE 400 ITASCA, IL 60143			Group President Trust					
Signatures								
By: Donna L. Zodrow, Attorney-in-fact for	04	/04/2005						

**Signature of Reporting Person

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).

Date

- (1) Shares of phantom stock in the NQ Retirement Plan have a 1-for-1 conversion ratio.
- Between March 19, 2005 and April 1, 2005 the reporting person acquired 3 shares of First Midwest common stock under the First Midwest Bancorp, Inc Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated April 1, 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.