Prame Thomas M Form 4 March 19, 2018

FORM 4

if no longer

Section 16.

Form 4 or

Form 5

subject to

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

Check this box **SECURITIES**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Prame Thomas M

(First)

ONE PIERCE PLACE, SUITE 1500

2. Issuer Name and Ticker or Trading Symbol

FIRST MIDWEST BANCORP INC

[FMBI]

3. Date of Earliest Transaction (Month/Day/Year)

03/15/2018

(Street)

(Middle)

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Strat Plng/Consumer Bkng

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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Estimated average

burden hours per

Person

Issuer

below)

ITASCA, IL 60143

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/15/2018		F	501 (1)	D	\$ 25.97	38,165	D	
Common Stock	03/15/2018		F	428 (2)	D	\$ 25.97	37,737	D	
Common Stock	03/15/2018		A	3,565 (3)	A	\$ 0	41,302	D	
Common Stock	03/15/2018		F	528 (4)	D	\$ 25.97	40,774 (5)	D	
Common Stock							9,025	I	By IRA

Common Stock 83 I Sharing Plan Trust

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Prame Thomas M ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143

EVP, Strat Plng/Consumer Bkng

Signatures

Andrea L. Stangl, Attorney-in-fact for Thomas M.
Prame
03/19/2018

**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) On February 20, 2013, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2013-2015) performance period, as to which 3,386 performance shares were earned on March 15, 2016. The earned performance shares were scheduled to vest in three equal annual

Reporting Owners 2

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installments on the date earned and the first and second anniversary thereof. On March 15, 2018, the third installment of 1,128 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 501 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

On February 19, 2014, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2014-2016) performance period, as to which 2,891 performance shares were earned on March 15, 2017. The earned performance shares were scheduled to vest in three equal annual

- (2) installments on the date earned and the first and second anniversary thereof. On March 15, 2018, the second installment of 963 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 428 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.
 - Represents performance shares earned by the Reporting Person on March 15, 2018. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 18, 2015, subject to a three year (2015-2017) performance period. Of the performance shares earned, 1,189 vested immediately and were paid
- (3) 2015, subject to a three year (2015-2017) performance period. Of the performance shares earned, 1,189 vested immediately and were paid in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 2,376 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2019 and March 15, 2020.
- (4) Reflects the surrender of 528 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 3.
- (5) 3,339 of these shares are restricted stock units / performance shares.

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.