

MidWestOne Financial Group, Inc.  
 Form 4  
 November 21, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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)

1. Name and Address of Reporting Person \*  
 POTHOVEN JOHN P

2. Issuer Name and Ticker or Trading Symbol  
 MidWestOne Financial Group, Inc.  
 [MOFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

102 S. CLINTON STREET, P.O. BOX 1700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

IOWA CITY, IA 52244-1700

(City) (State) (Zip)

**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 (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    |                                      |  |                                |   | 28,254  | D  |   |
| Common Stock                    |                                      |  |                                |   | 300   | I  | Self/UTMA Custodian                                   |
| Common Stock                    |                                      |  |                                |   | 50,005  | I  | Minor Grandchild (1)                                  |
| Common Stock                    | 11/21/2014                           |  | M                              | 500 A   | \$ 4,540  | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   | I  | By Spouse   |

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|              |                      |   |                  |
|--------------|----------------------|---|------------------|
| Stock        | 9.34                 |   |                  |
| Common Stock | 1,488 <sup>(2)</sup> | I | By Spouse's ESOP |

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

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SEC 1474  
(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P. Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title              | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                | (D)                        |
| Stock Option (Right to Buy)                | \$ 9.34  | 11/21/2014                           |  | M                              | 500   | 01/22/2010   | 01/22/2019  | Common Stock       | 500                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| POTHOVEN JOHN P<br>102 S. CLINTON STREET<br>P.O. BOX 1700<br>IOWA CITY, IA 52244-1700 |               | X         |         |       |

## Signatures

Kenneth R. Urmie, under Power of Attorney dated January 22, 2009

11/21/2014

\_\_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) Registered to self as custodian for minor grandchild under Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(2) Shares held in the MidWestOne Financial Group, Inc. Employee Stock Ownership Plan as of November 21, 2014. Shares increased by 9 shares as a result of allocations made to the reporting person's spouse's account since the date of the reporting person's last Form filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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