

Hotchkiss James P
Form 4
February 26, 2013

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 *
Hotchkiss James P

2. Issuer Name and Ticker or Trading Symbol
FIRST MIDWEST BANCORP INC [FMBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PIERCE PLACE, SUITE 1500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Treasurer

ITASCA, IL 60143

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/23/2013 | | F | 1,627 (1) | \$ 12.73 | 49,815 | D |
| Common Stock | 02/26/2013 | | F | 583 (2) | \$ 12.5 | 49,232 | D |
| Common Stock | | | | | | 1,986 | I By Profit Sharing Plan Trust |

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

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SEC 1474 (9-02)

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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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hotchkiss James P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143 | | | EVP and Treasurer | |

Signatures

Andrea L. Stangl, Attorney-in-fact for James P. Hotchkiss
 Signature: _____ Date: 02/26/2013

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 23, 2011 the Issuer granted the Reporting Person a restricted stock award of 9,954 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 23, 2013, 4,977 shares of the originally granted restricted stock award vested, of which 1,627 shares were surrendered by the Reporting Person in order 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.
- (2) On February 26, 2010 the Issuer granted the Reporting Person a restricted stock award of 3,705 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 26, 2013, the remaining 1,852 shares of the originally granted restricted stock award vested, of which 583 shares were surrendered by the Reporting Person in order 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.

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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