

FIRST MIDWEST BANCORP INC
 Form 4
 September 06, 2007

FORM 4

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

OMB APPROVAL

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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 *
 SCUDDER MICHAEL L

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)

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

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

ONE PIERCE PLACE, SUITE 1500

09/04/2007

President & COO

(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

ITASCA, IL 60143

(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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	09/04/2007		M ⁽¹⁾	468	A	\$ 21.7	5,545	I	By NQ Stock Option Gain Deferral Plan
Common Stock	09/04/2007		M ⁽²⁾	3,903	A	\$ 18.4	9,448	I	By NQ Stock Option Gain Deferral Plan

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Common Stock	09/04/2007	F ⁽¹⁾	294	D	\$ 34,585	9,154	I	By NQ Stock Option Gain Deferral Plan
Common Stock	09/04/2007	F ⁽²⁾	2,077	D	\$ 34,585	7,077	I	By NQ Stock Option Gain Deferral Plan
Common Stock						9,701	D	
Common Stock						4,984	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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 21.7	09/04/2007		M ⁽¹⁾	468	⁽³⁾ 02/18/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.585	09/04/2007		A ⁽⁴⁾	294	01/18/2008 02/18/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.4	09/04/2007		M ⁽²⁾	3,903	⁽⁵⁾ 02/16/2010	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 34.585	09/04/2007	A ⁽⁴⁾	2,077	03/04/2008	02/16/2010	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCUDDER MICHAEL L ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143			President & COO	

Signatures

By: Andrea L. Stangl,
Attorney-in-fact

09/06/2007

**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) Represents the exercise of stock options for the purchase of 468 shares of the Company's common stock issued under the Company's Omnibus Stock & Incentive Plan, with the reporting person tendering as payment of the exercise price 294 shares of previously owned common stock.
 - (2) Represents the exercise of stock options for the purchase of 3,903 shares of the Company's common stock issued under the Company's Omnibus Stock & Incentive Plan, with the reporting person tendering as payment of the exercise price 2,077 shares of previously owned common stock.
 - (3) The stock option vests in two equal annual installments beginning on February 18, 2000.
 - (4) Represents a reload stock option granted under the Company's Omnibus Stock & Incentive Plan to replace the number of shares tendered as payment of the option exercise price on September 4, 2007.
 - (5) The stock option vests in two equal annual installments beginning on February 16, 2002.

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.