

OMEARA ROBERT P
Form 4
May 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
OMEARA ROBERT 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)
05/10/2011

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

ITASCA, IL 60143
(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/09/2011		G	V 10,490 D \$ 0	170,562	I	By Spouse
Common Stock	05/10/2011		S	37,274 (1) D \$ 12.49	133,288	I	By Spouse
Common Stock	05/10/2011		P	37,274 (1) A \$ 12.49	66,364	I	By IRA
Common Stock					3,480	D	
Common Stock					66,318 (2)	I	By NQ Stock Option

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(1) Represents 37,274 shares sold by a trust of which the Reporting Person's spouse is trustee and the purchase of a like number of shares by the Reporting Person's individual retirement account incident to estate planning activities of the Reporting Person and his spouse. There was no change in the total beneficial ownership of shares by the Reporting person as a result of these transactions.

(2) Between February 26, 2011 and May 12, 2011 the Reporting Person acquired 54 shares of First Midwest Bancorp, Inc. Common Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Nonqualified Stock Option Gain Deferral Plan. The information in this report is based on a plan statement dated April 26, 2011.

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