

Edgar Filing: FIRST MIDWEST BANCORP INC - Form 4

| 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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Modruson Frank Blaise ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143 | X | | | |

Signatures

Andrea L. Stangl, Attorney-in-fact for Frank B. Modruson 01/30/2017

__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).

Award of stock granted pursuant to the Amended and Restated First Midwest Bancorp, Inc. Non-Employee Director Stock Plan. This award represents the second payment for 2016 of the equity portion of the Reporting Person's annual director compensation, which is paid in equal installments on a quarterly basis and may be paid, at the Reporting Person's option, in cash or stock. The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person by the price shown, which is the average high and low sale price of one share of the Issuer's Common Stock on the date of grant.

Between October 25, 2016 and January 30, 2017, the Reporting Person acquired 2 shares of First Midwest Bancorp, Inc. common stock pursuant to the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based upon a statement dated January 10, 2017.

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.