

SCHWARTZ THOMAS J

Form 4

September 08, 2005

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHWARTZ THOMAS J

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)  
09/06/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP Group Pres. Cmm'l Bnk, FMB

ITASCA, IL 60143

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                       |   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------|---|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                       |   |
| Common<br>Stock                       | 09/06/2005                              |                                                             | M <sup>(1)</sup>                     |                                                                         | 1,099                                                                                                              | A                                                                       | \$<br>35.775                                                      | 32,735                | D |
| Common<br>Stock                       | 09/06/2005                              |                                                             | F <sup>(1)</sup>                     |                                                                         | 1,047                                                                                                              | D                                                                       | \$ 0                                                              | 31,688 <sup>(2)</sup> | D |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | 528 <sup>(3)</sup>    | I |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | 66,306 <sup>(4)</sup> | I |

By  
Immediate  
Family

By NQ  
Stock  
Option  
Gain

|                 |             |   |                                                               |
|-----------------|-------------|---|---------------------------------------------------------------|
| Common<br>Stock | 911 (5) (6) | I | Deferral<br>Plan Tr<br><br>By Profit<br>Sharing<br>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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |       | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------|------------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)   | Date<br>Exercisable                                  | Expiration<br>Date | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 35.775                                                          | 09/06/2005                              |                                                             | M <sup>(1)</sup>                     |                                                                                                           |                                                                | 1,099 | 05/04/2005                                           | 02/21/2006         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 38.38                                                           | 09/06/2005                              |                                                             | A <sup>(7)</sup>                     |                                                                                                           |                                                                | 1,025 | 01/21/2006                                           | 02/21/2006         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                    |
|-----------------------------------------------------------------------|----------------------------------|
| SCHWARTZ THOMAS J<br>ONE PIERCE PLACE, SUITE 1500<br>ITASCA, IL 60143 | Director 10% Owner Officer Other |
|                                                                       | EVP Group Pres. Cmm'l Bnk, FMB   |

## Signatures

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

09/08/2005

\_\_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).

- The transaction represents the exercise of 1,099 stock options under the Omnibus Stock & Incentive Plan whereby 1,047 previously acquired shares were tendered as payment of the exercise price and tax liability with the resulting value realized being issued to the reporting person in the form of 52 shares.
- (1) Between November 9, 2004 and September 8, 2005 the reporting person acquired 401 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated July 19, 2005.
- (2) Between November 9, 2004 and September 8, 2005 the reporting person acquired 11 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated July 19, 2005.
- (3) Between November 9, 2004 and September 8, 2005 the reporting person acquired 1,392 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated July 19, 2005.
- (4) Between November 9, 2004 and September 8, 2005 the reporting person acquired 21 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated July 22, 2005.
- (5) Between January 20, 2004 and September 8, 2005 the reporting person acquired 54 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated January 6, 2005.
- (6) The transaction represents a reload stock option granted under the Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on September 6, 2005.
- (7)

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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