

HEYNEMAN JOHN M JR
Form 4
May 24, 2018

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 *
HEYNEMAN JOHN M JR

2. Issuer Name and Ticker or Trading Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2016

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

4100 BIGHORN AVE

(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

SHERIDAN, WY 82801

(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)
			Code	V	Amount or Price		
Class A Common Stock	08/24/2016		M		1,972 A \$ 15.91	3,621	D
Class A Common Stock	08/24/2016		M		3,094 A \$ 13.25	6,715	D
Class A Common Stock	08/24/2016		F		2,405 D \$ 30.09	4,310	D
Class A Common	09/08/2016		M		5,801 A \$ 13.6	10,111	D

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Stock								
Class A Common Stock	09/08/2016		F	2,540	D	\$ 31.05	7,571	D
Class A Common Stock	11/03/2016		M	4,428	A	\$ 20.82	11,999	D
Class A Common Stock	11/03/2016		F	2,959	D	\$ 31.15	9,040	D
Class A Common Stock	11/25/2016		S	2,000	D	\$ 37.35 (1)	7,040	D
Class A Common Stock	12/12/2016		S	1,000	D	\$ 41.87	6,040	D

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 15.91	08/24/2016		M			1,972	05/07/2010	05/07/2020	Class A Common Stock	1,
Stock Options (Right to Buy)	\$ 13.25	08/24/2016		M			3,094	05/24/2011	05/24/2021	Class A Common Stock	3,
Stock Options (Right to Buy)	\$ 13.6	09/08/2016		M			5,801	05/23/2012	05/23/2022	Class A Common Stock	5,

Stock Options (Right to Buy)	\$ 20.82	11/03/2016	M	4,428	05/22/2013	05/22/2013	Class A Common Stock	4,
Class B Common Stock ⁽²⁾	\$ 0	12/15/2016	G	16,737	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	16
Class B Common Stock ⁽²⁾	\$ 0				<u>(2)</u>	<u>(2)</u>	Class A Common Stock	15
Class B Common Stock ⁽²⁾	\$ 0				<u>(2)</u>	<u>(2)</u>	Class A Common Stock	3,
Class B Common Stock ⁽²⁾	\$ 0				<u>(2)</u>	<u>(2)</u>	Class A Common Stock	1,08

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYNEMAN JOHN M JR 4100 BIGHORN AVE SHERIDAN, WY 82801	X	X		

Signatures

/S/ Kirk D. Jensen, Attorney-in-Fact for Reporting Person	05/24/2018
__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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.29 to \$37.47 The reporting person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon, request, the full information regarding the number of shares sold at each separate price within the ranges set forth above.
 - (2) The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B Common Stock does not expire.

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.