

BOLGER DAVID P

Form 4

March 26, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOLGER DAVID P

(Last) (First) (Middle)

**C/O MB FINANCIAL, INC., 6111
N. RIVER ROAD**

(Street)

ROSEMONT, IL 60018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MB FINANCIAL INC /MD [MBFI]

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

03/22/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	03/22/2019		D		47,124	D \$ 0 <u>(1)</u>	0	D	
Common Stock	03/22/2019		D		2,015 <u>(2)</u>	D \$ 0 <u>(1)</u>	0	I	By Deferred Comp Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.05	03/22/2019		D	7,424	06/30/2014 ⁽³⁾⁽⁴⁾ 06/30/2019	Common Stock 7,424
Stock Option (Right to Buy)	\$ 27.68	03/22/2019		D	5,119	09/30/2014 ⁽³⁾⁽⁴⁾ 09/30/2019	Common Stock 5,119
Stock Option (Right to Buy)	\$ 32.86	03/22/2019		D	4,382	12/31/2014 ⁽³⁾⁽⁴⁾ 12/31/2019	Common Stock 4,382
Stock Option (Right to Buy)	\$ 31.31	03/22/2019		D	3,250	03/31/2015 ⁽³⁾⁽⁴⁾ 03/31/2020	Common Stock 3,250
Stock Option (Right to Buy)	\$ 34.44	03/22/2019		D	4,591	06/30/2015 ⁽³⁾⁽⁴⁾ 06/30/2020	Common Stock 4,591
Stock Option (Right to Buy)	\$ 32.64	03/22/2019		D	4,692	09/30/2015 ⁽³⁾⁽⁴⁾ 09/30/2020	Common Stock 4,692
Stock Option (Right to Buy)	\$ 32.37	03/22/2019		D	4,599	12/31/2015 ⁽³⁾⁽⁴⁾ 12/31/2020	Common Stock 4,599
Stock Option (Right to Buy)	\$ 32.45	03/22/2019		D	3,968	03/31/2016 ⁽³⁾⁽⁴⁾ 03/31/2021	Common Stock 3,968

Stock Option (Right to Buy)	\$ 36.28	03/22/2019	D	3,241	06/30/2016 ⁽³⁾⁽⁴⁾	06/30/2021	Common Stock	3,24
Stock Option (Right to Buy)	\$ 38.04	03/22/2019	D	8,121	09/30/2016 ⁽³⁾⁽⁴⁾	09/30/2021	Common Stock	8,12
Stock Option (Right to Buy)	\$ 47.23	03/22/2019	D	3,053	12/30/2016 ⁽³⁾⁽⁴⁾	12/30/2021	Common Stock	3,05

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLGER DAVID P C/O MB FINANCIAL, INC. 6111 N. RIVER ROAD ROSEMONT, IL 60018		X		

Signatures

/s/ Doria L. Koros, attorney-in-fact for Mr.
Bolger

03/26/2019

__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) Disposed of upon completion of the merger (the "Merger") of a wholly owned subsidiary of Fifth Third Bancorp ("Fifth Third") with and into the Issuer, effective March 22, 2019. Pursuant to the Agreement and Plan of Merger, dated as of May 20, 2018, between the Issuer and Fifth Third (the "Merger Agreement"), upon completion of the Merger, each outstanding share of the Issuer's common stock converted into the right to receive 1.45 shares of Fifth Third common stock and \$5.54 in cash. The closing price per share of Fifth Third common stock on March 21, 2019, the last trading day prior to completion of the Merger, was \$25.48.

(2) Represents approximate equivalent number of shares of the Issuer's common stock held in the reporting person's account under the Issuer's Stock Deferred Compensation Plan, based on the most recent plan account statement. The approximate equivalent number of shares is equal to the dollar value of the reporting person's plan account divided by the closing price of the Issuer's common stock. As a result, the equivalent number of shares fluctuated with changes in the market price of the Issuer's common stock.

(3) Option to purchase shares of common stock granted to the reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option is 100% vested.

(4) This option was assumed by Fifth Third upon completion of the Merger and converted into an option to purchase Fifth Third common stock as provided under the terms of the Merger Agreement.

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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