

Heckler Mark A.
Form 4
March 27, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Heckler Mark A.

(Last) (First) (Middle)

C/O MB FINANCIAL, INC., 6111
NORTH 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 ____X____ Other (specify
below) below)

Exec. Officer of Subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	03/22/2019		D	47,595	D	0	D
Common Stock	03/22/2019		D	2,429	D	0	I

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: Heckler Mark A. - Form 4

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 Underlying (Instr. 3)
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Stock Option (Right to Buy)	\$ 20.4	03/22/2019		D	4,343	08/29/2013 ⁽³⁾⁽⁴⁾	08/29/2022 ⁽³⁾⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 27.09	03/22/2019		D	4,241	08/28/2014 ⁽³⁾⁽⁴⁾	08/28/2023 ⁽³⁾⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 29.8	03/22/2019		D	4,007	02/26/2015 ⁽³⁾⁽⁴⁾	02/26/2024 ⁽³⁾⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 31.26	03/22/2019		D	3,076	02/25/2016 ⁽⁴⁾⁽⁵⁾	02/25/2025 ⁽⁴⁾⁽⁵⁾	Common Stock
Stock Option (Right to Buy)	\$ 30.33	03/22/2019		D	4,689	02/24/2017 ⁽⁴⁾⁽⁶⁾	02/24/2026 ⁽⁴⁾⁽⁶⁾	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	1,068	⁽⁷⁾⁽⁸⁾	⁽⁷⁾⁽⁸⁾	Common Stock
Stock Option (Right to Buy)	\$ 45.67	03/22/2019		D	3,774	⁽⁴⁾⁽⁹⁾	⁽⁴⁾⁽⁹⁾	Common Stock
Performance Share Units	\$ 0	03/22/2019		D	3,579	⁽¹⁰⁾	⁽¹⁰⁾	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	1,576	⁽⁸⁾⁽¹¹⁾	⁽⁸⁾⁽¹¹⁾	Common Stock
Stock Option (Right to Buy)	\$ 41.01	03/22/2019		D	4,296	⁽⁴⁾⁽¹²⁾	⁽⁴⁾⁽¹²⁾	Common Stock
Performance Share Units	\$ 0	03/22/2019		D	8,834	⁽¹⁰⁾	⁽¹⁰⁾	Common Stock
	\$ 0	03/22/2019		D	689	⁽⁷⁾⁽⁸⁾	⁽⁷⁾⁽⁸⁾	

Restricted
Stock Units

Restricted Stock Units	\$ 0	03/22/2019	D	3,028	(8)(13)	(8)(13)	Comm Stoc
Restricted Stock Units	\$ 0	03/22/2019	D	8,140	(8)(14)	(8)(14)	Comm Stoc
Stock Option (Right to Buy)	\$ 12.09	03/22/2019	D	3,825	07/22/2013(4)(15)	07/22/2019(4)(15)	Comm Stoc
Stock Option (Right to Buy)	\$ 17.2	03/22/2019	D	4,100	07/28/2014(4)(15)	09/28/2020(4)(15)	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heckler Mark A. C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018			Exec. Officer of Subsidiary	

Signatures

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

03/27/2019

__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) Grant to reporting person of option to purchase shares of common stock under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests ratably over 4 years (25% per year).

(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.

(5) Option to purchase shares of common stock granted to the reporting person under Issuer's Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning on February 25, 2016).

(6) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 24, 2017).

Edgar Filing: Heckler Mark A. - Form 4

- (7) Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The remaining restricted stock units are scheduled to vest on February 28, 2020.
- (8) These restricted stock units were assumed by Fifth Third upon completion of the Merger and converted into Fifth Third restricted stock units as provided under the terms of the Merger Agreement.
- (9) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 22, 2018).
Reflects the number of performance share units earned at the end of the performance period, as determined at the closing of the Merger.
- (10) These performance share units were assumed by Fifth Third upon completion of the Merger and converted into Fifth Third restricted stock units as provided under the terms of the Merger Agreement.
Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The remaining restricted stock units are scheduled to vest in one-half annual increments beginning February 28, 2020.
- (12) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 28, 2019).
Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The remaining restricted stock units are scheduled to vest in one-third annual increments beginning February 28, 2020.
- (14) Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The restricted stock units vest annually over 4 years (25% per year beginning February 27, 2020).
- (15) 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.

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.