

Carapella Victor P
Form 4
May 24, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carapella Victor P

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)
05/20/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Comm'l Banking Group Mgr.

ITASCA, IL 60143

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

(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 (A) or (D) Price			
Common Stock	05/20/2011		A	147 ⁽¹⁾ A ₍₂₎	64,561	D	
Common Stock	05/20/2011		F ⁽³⁾	2,956 D \$ 12.24	61,605	D	
Common Stock					49,071	I	By NQ Stock Option Gain Deferral Plan
					25,679	I	

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- The number of shares represented by this award was determined by dividing the dollar value of the award granted to the Reporting Person
- (2) by \$12.325 (the average high and low sale price of one share of the company's common stock as quoted on the Nasdaq Stock Market on May 19, 2011).

- On May 20, 2009 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 18,797 restricted shares of First Midwest Bancorp, Inc. Common Stock under the First Midwest Bancorp, Inc. Omnibus Stock Incentive Plan (Plan) which were scheduled to vest
- (3) in two equal annual installments on the second and third anniversary of the date of grant. On May 20, 2011, 9,399 shares of the originally granted RSAs vested, of which 2,956 shares were surrendered by the Reporting Person in order to satisfy tax withholding obligations.

This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

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.