

FIRST MIDWEST BANCORP INC
 Form 4
 February 24, 2015

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 *
 Hotchkiss James 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)
 02/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and Treasurer

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 or Price		
Common Stock	02/20/2015		F		1,309 (1) \$ 16.58	D	
Common Stock	02/22/2015		F		1,679 (2) \$ 16.58	D	
Common Stock	02/22/2015		F		474 (3) \$ 16.58	D	
Common Stock					2,038	I	By Profit Sharing Plan Trust

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hotchkiss James P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143			EVP and Treasurer	

Signatures

Andrea L. Stangl, Attorney-in-fact for James P. Hotchkiss
Date: 02/24/2015

**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).

On February 20, 2013 the Issuer granted the Reporting Person a restricted stock award of 7,188 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 20, 2015, 3,594 shares of the originally granted restricted stock award vested, of which 1,309 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 10,680 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 22, 2015, the remaining 5,340 shares of the originally granted restricted stock award vested, of which 1,679 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

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- On February 22, 2012 the Issuer granted the Reporting Person a restricted stock award of 3,082 restricted shares of First Midwest Bancorp, Inc. common stock under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan which
- (3) were scheduled to vest in two equal annual installments on the second and third anniversary of the date of grant. On February 22, 2015, the remaining 3,082 shares of the originally granted restricted stock award vested, of which 474 shares were withheld in order to satisfy the Reporting Person's tax withholding obligations.

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.