

SCOTT RANDALL I
Form 4
May 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SCOTT RANDALL I

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)
05/18/2013

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

PO BOX 30918

(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

BILLINGS, MT 59116-0918

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock						I	By 401(k) Plan
Class A Common Stock					9,648	D	
Class A Common Stock	05/20/2013		C	24,500	A \$ 0	24,500 ⁽¹⁾	I By Trust

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

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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 1
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 8
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 8
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 3,7
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 14
Class B Common Stock ⁽²⁾	\$ 0	05/20/2013		C	24,500	03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 48
Class B Common Stock ⁽²⁾	\$ 0					03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾	Class A Common Stock 80

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

SCOTT RANDALL I
PO BOX 30918
BILLINGS, MT 59116-0918

X X

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person

05/20/2013

__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) Class A common shares for which Mr. Scott has sole voting but no dispositive powers. Mr. Scott disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in such shares.

On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock and the creation of a new class of common stock designated as Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK". 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.
 - (2)
 - (3) Class B common shares for which Mr. Scott has sole voting but no dispositive powers. Mr. Scott disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in such shares.

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.