Carapella Victor P Form 4 May 26, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations **SECURITIES**

burden hours per 0.5 response...

5. Relationship of Reporting Person(s) to

Issuer

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Carapella Victor P

1. Name and Address of Reporting Person *

•			FIRST MIDWEST BANCORP INC [FMBI]				P INC	(Check all applicable)			
(Last) (First) (Middle) ONE PIERCE PLACE, SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year) 05/21/2009					Director 10% Owner Officer (give title Other (specify below)			
							EVP, Comm'l Banking Group Mgr.				
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
ITASCA, I						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D) 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)		
Common Stock	05/21/2009			F(1)	141	D	\$ 8.465	30,611	D		
Common Stock								48,726	I	By NQ Stock Option Gain Deferral Plan	
Common Stock								25,503	I	By Profit Sharing Plan Trust	

Plan Trust

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumb		Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	` '		Underlying Securities	Security	,	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative				(Instr. 5)]	
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
		•				(A) or]
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable Date	-	Title	Number		
									of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carapella Victor P ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143

EVP, Comm'l Banking Group Mgr.

Signatures

By: Andrea L. Stangl, Attorney-in-fact for Victor P. Carapella

05/26/2009

**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 May 21, 2008 the Issuer granted the Reporting Person a Restricted Stock Award (RSA) of 954 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

(1) in two equal annual installments on the first and second anniversary of the date of grant. On May 21, 2009, 477 shares of the originally granted RSAs vested, of which 141 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.

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