

FIRST MIDWEST BANCORP INC  
 Form 4  
 February 13, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**SCUDDER MICHAEL L**

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)  
**12/19/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**ITASCA, IL 60143**  
 (City) (State) (Zip)

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

**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	12/19/2016		G	V <u>4,600</u> <sup>(1)</sup> D \$ 0	306,886	D	
Common Stock	12/19/2016		G	V <u>1,150</u> <sup>(1)</sup> A \$ 0	1,150	I	By Spouse as Custodian for Daughter
Common Stock	12/28/2016		G	V 5,915 D \$ 0	300,971	D	
Common Stock					770	I	By IRA

Common Stock	9,608 <sup>(2)</sup>	I	By NQ Stock Option Gain Deferral Plan
Common Stock	8,427 <sup>(3)</sup>	I	By Profit Sharing Plan Trust

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)

**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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCUDDER MICHAEL L ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143	X		President & CEO	

## Signatures

Andrea L. Stangl, Attorney-in-fact for Michael L. Scudder 02/13/2017

\*\*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) 1,150 of these shares were transferred to the Reporting Person's spouse as custodian for their daughter under the Uniform Transfers to Minors Act.

Between February 19, 2016 and February 13, 2017, the Reporting Person acquired 175 shares of First Midwest Bancorp, Inc. Common

(2) Stock pursuant to the Dividend Reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 10, 2017.

Between February 19, 2016 and February 13, 2017, the Reporting Person acquired the following shares of First Midwest Bancorp, Inc.

(3) Common Stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan: (a) 151 shares pursuant to the Dividend Reinvestment feature of the Plan; and (b) 7 shares were sold from the Reporting Person's Plan account in satisfaction of quarterly Plan administration fees. This information is based on a Plan statement dated January 17, 2017.

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.