

POTHOVEN JOHN P

Form 4

January 25, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTHOVEN JOHN P

2. Issuer Name **and** Ticker or Trading
Symbol
MidWestOne Financial Group, Inc.
[MOFG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
102 SOUTH CLINTON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2010

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

IOWA CITY, IA 52240

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/21/2010		A		500 ⁽³⁾	A	\$ 0	28,494	D	
Common Stock								600	I	Self/UTMA Custodian Minor Grandchildren ⁽⁴⁾
Common Stock								52,705	I	By IRA

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. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.86							<u>(1)</u>	06/30/2011 ⁽²⁾	Common Stock	4,750
Stock Option	\$ 19.75							<u>(1)</u>	06/30/2011 ⁽²⁾	Common Stock	4,987
Stock Option	\$ 21.94							<u>(1)</u>	06/30/2011 ⁽²⁾	Common Stock	4,750
Stock Option	\$ 18.71							<u>(1)</u>	06/30/2011 ⁽²⁾	Common Stock	2,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTHOVEN JOHN P 102 SOUTH CLINTON STREET IOWA CITY, IA 52240			X	

Signatures

Kenneth R. Urmie, as Power of Attorney dated January 22,
2009

01/25/2010

__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) Fully vested.

(2) Due to reporting person's retirement on June 30, 2008, these stock options must be exercised on or before June 30, 2011.

(3) Shares were acquired pursuant to a grant of restricted stock units which vest in four equal annual installments beginning January 21, 2011.

Registered to self as custodian for minor grandchildren under Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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