

FIRST MIDWEST BANCORP INC  
Form 8-K  
September 15, 2008

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 13, 2008

**First Midwest Bancorp, Inc.**  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 0-10967                     | 36-3161078                           |
| (State or other jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| One Pierce Place, Suite 1500, Itasca, Illinois    |                             | 60143                                |
| (Address of principal executive offices)          |                             | (Zip Code)                           |
|   | (630) 875-7450              |                                      |

(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

First Midwest Bancorp, Inc. (the "Company" or "First Midwest") announced today the unexpected death of its Chairman and Chief Executive Officer, John M. O'Meara on Saturday September 13, 2008. He was 62 years old. The press release for the announcement is attached hereto as Exhibit 99.1.

The Company's Board of Directors ("Board") has elected Michael L. Scudder (48) as its President and Chief Executive Officer, and appointed him a member of its Board. Mr. Scudder was elected the Company's President and Chief Operating Officer in May of 2007 after serving as its Executive Vice President, Chief Financial Officer since 2002. He also served as the Group Executive Vice President and Chief Financial Officer of First Midwest Bank, the Company's principal operating subsidiary, from 1995 to 2002. Mr. Scudder has served in various other executive management capacities with First Midwest Bank in his 22 years of service to the Company.

The Board also has elected Robert P. O'Meara (70) as its Chairman. Mr. O'Meara served as the Company's Chairman from 1987 until May 2007, and as its Vice Chairman since May of 2007. He also served as the Company's Chief Executive Officer from 1987 to December 2002, and its Chief Operating Officer from 1983 to 1987.

Thomas J. Schwartz (59) has been named the President and Chief Executive Officer of First Midwest Bank, and has been appointed a member of the Board. Mr. Schwartz has served as President and Chief Operating Officer of First Midwest Bank since May of 2007 after serving as its Group President, Commercial Banking since 2000. Mr. Schwartz has served in various other executive management capacities with First Midwest Bank and its predecessors in his over 35 years of service to the Company.

These actions were taken by the Company's Board of Directors at a meeting on September 14, 2008, in accordance with the Company's long-standing succession plan. Questions regarding the information contained in this Report may be directed to Michael Scudder at 630-875-7201.

Item 9.01 Financial Statements and Exhibits

The following Exhibit is furnished as part of this Current Report on Form 8-K.

99.1 Press Release of the Registrant dated September 15, 2008.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

First Midwest Bancorp, Inc.

(Registrant)

Date: September 15, 2008

/s/ CYNTHIA A. LANCE

Cynthia A. Lance  
Executive Vice President and  
Corporate Secretary

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