#### FIRST MIDWEST BANCORP INC

Form 4

February 01, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Section 16.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BRUNNER VERNON A** 

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

FIRST MIDWEST BANCORP INC

(Check all applicable)

[FMBI]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

ONE PIERCE PLACE, SUITE 1500

(Street)

(Month/Day/Year) 01/28/2008

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ITASCA, IL 60143

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

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

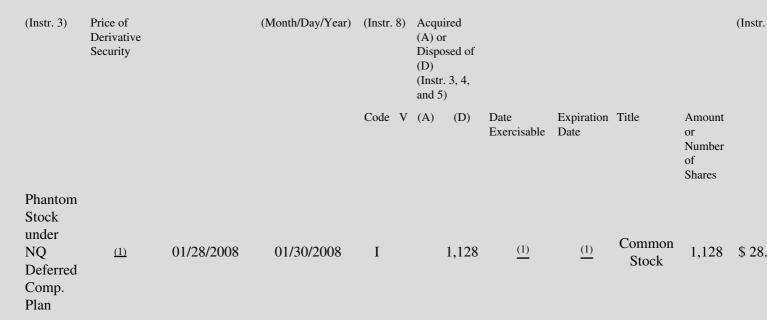
SEC 1474 (9-02)

number.

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

7. Title and Amount of 8. Price 1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Transaction of Derivative Expiration Date **Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Deriva (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Securi any

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### **Reporting Owners**

Reporting Owner Name / Address	Kelationships			
	Director	10% Owner	Officer	Other
BRUNNER VERNON A				
ONE PIERCE PLACE, SUITE 1500	X			

ONE PIERCE PLACE, SUITE 1500

ITASCA, IL 60143

## **Signatures**

By: Andrea L. Stangl, Attorney-in-fact

02/01/2008

\*\*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).

The transaction reported represents the cash settlement of 1,128 shares of Phantom Stock acquired by the reporting person pursuant to the First Midwest Bancorp, Inc. Deferred Compensation Plan For Non-employee Directors (?Plan?) in lieu of cash payment of the reporting

- (1) person's annual retainer for service on the Board prior to May 2005. In accordance with the terms of the Plan, and the reporting person's election thereunder, the shares of Phantom Stock are to be paid in 2 annual installments beginning in 2008. The reported transaction represents payment of the first annual installment.
- Between January 16, 2008 and February 1, 2008, the reporting person acquired 29 shares of First Midwest common stock pursuant to the **(2)** dividend reinvestment feature under the Plan. The information in this report is based on a plan statement dated January 16, 2008.

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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