

FIRST MIDWEST BANCORP INC
 Form 4
 April 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
KENT S BELASCO

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)
04/16/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Information Officer

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 | 04/16/2008 | | M ⁽¹⁾ | | 2,402 | A | \$ 18.4 | 27,910 | I | By NQ Stock Option Gain Deferral Plan |
| Common Stock | 04/16/2008 | | F ⁽¹⁾ | | 1,640 | D | \$ 0 | 26,270 ⁽²⁾ | I | By NQ Stock Option Gain Deferral Plan |

| | | | |
|--------------|-----------------------------|---|------------------------------|
| Common Stock | 3,809 | D | |
| Common Stock | 4,909 <u>(3)</u> <u>(4)</u> | I | By Profit Sharing Plan Trust |

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 18.4 | 04/16/2008 | | M ⁽¹⁾ | 2,402 | ⁽⁵⁾ 02/16/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.95 | 04/16/2008 | | A ⁽⁶⁾ | 1,640 | 10/16/2008 02/16/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENT S BELASCO ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143 | | | EVP, Chief Information Officer | |

Signatures

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

04/18/2008

**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).

Represents the exercise of stock options for the purchase of 2,402 shares of the Company's common stock issued under the Company's
(1) Omnibus Stock & Incentive Plan, with the reporting person tendering as payment of the exercise price 1,640 shares of previously owned common stock.

Between August 21, 2007 and April 18, 2008 the reporting person acquired 515 shares of First Midwest common stock pursuant to the
(2) 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 22, 2008.

Between August 21, 2007 and April 18, 2008 the reporting person acquired 115 shares of First Midwest common stock pursuant to the
(3) dividend reinvestment feature under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated January 18, 2008.

Between August 21, 2007 and April 18, 2008 the reporting person acquired 202 shares of First Midwest Bancorp, Inc. common stock
(4) under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated April 17, 2008.

(5) The stock option vests in two equal annual installments specifically on February 16, 2002 and February 16, 2003, respectively.

(6) Represents a reload stock option granted under the Company's Omnibus Stock & Incentive Plan to replace the number of shares tendered as payment of the option exercise price on April 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.

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