Hotchkiss James P
Form 4
March 19, 2019

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hotchkiss James P

(Last) (First) (Middle)

8750 WEST BRYN MAWR AVENUE, SUITE 1300

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST MIDWEST BANCORP INC [FMBI]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/15/2019 | | A | | 2,999 (1) | A | $ 21.91 | 70,097 | D | |
| Common Stock | 03/15/2019 | | F | | 444 (2) | D | $ 21.91 | 69,653 | D | |
| Common Stock | 03/15/2019 | | F | | 458 (3) | D | $ 21.91 | 69,195 | D | |
| Common Stock | 03/15/2019 | | F | | 371 (4) | D | $ 21.91 | 68,824 (5) | D | |
| Common Stock | | | | | | | | 2,183 | 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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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| Hotchkiss James P<br>8750 WEST BRYN MAWR AVENUE<br>SUITE 1300<br>CHICAGO, IL 60631 | | | EVP and Treasurer | |

# Signatures

| | |
|---|---|
| Andrea L. Stangl, Attorney-in-fact for James P. Hotchkiss | 03/19/2019 |
| **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)** Represents performance shares earned by the Reporting Person on March 15, 2019. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 17, 2016, subject to a three year (2016-2018) performance period. Of the performance shares earned, 1,000 vested immediately and were paid in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 1,999 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2020 and March 15, 2021.

**(2)** Reflects the surrender of 444 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 1.

**(3)** On February 18, 2015, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2015-2017) performance period, as to which 3,088 performance shares were earned on March 15, 2018. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2019, the second installment of 1,030 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 458 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

**(4)** On February 19, 2014, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2014-2016) performance period, as to which 2,505 performance shares were earned on March 15, 2017. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2019, the third installment of 835 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 371 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

**(5)** 8,403 of these shares are restricted stock units / performance shares.

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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