

SCHWARTZ THOMAS J
 Form 4
 November 08, 2004

FORM 4

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

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).

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 *
 SCHWARTZ THOMAS J

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)
 300 PARK BOULEVARD, SUITE 405
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2004

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP Group Pres. Cmm'l Bnk, FMB

ITASCA, IL 60143

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	11/04/2004		M ⁽¹⁾	3,459 A	\$ 10.7734	52,733	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004		M ⁽²⁾	3,233 A	\$ 12.16	55,966	I	By NQ Stock Option Gain Deferral

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Common Stock	11/04/2004	<u>M⁽³⁾</u>	2,420	A	\$ 17.1	58,386	I	Plan Tr By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁴⁾</u>	6,455	A	\$ 18.4	64,841	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁵⁾</u>	2,785	A	\$ 18.55	67,626	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁶⁾</u>	2,289	A	\$ 21.7	69,915	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁷⁾</u>	1,606	A	\$ 21.8334	71,521	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁸⁾</u>	6,231	A	\$ 22.5	77,752	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>M⁽⁹⁾</u>	7,652	A	\$ 28.695	85,404	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F⁽¹⁾</u>	1,042	D	\$ 0	84,362	I	By NQ Stock Option Gain

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Common Stock	11/04/2004	<u>F(2)</u>	1,099	D	\$ 0	83,263	I	Deferral Plan Tr By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(3)</u>	1,157	D	\$ 0	82,106	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(4)</u>	3,320	D	\$ 0	78,786	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(5)</u>	1,445	D	\$ 0	77,341	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(6)</u>	1,389	D	\$ 0	75,952	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(7)</u>	981	D	\$ 0	74,971	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(8)</u>	3,919	D	\$ 0	71,052	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock	11/04/2004	<u>F(9)</u>	6,138	D	\$ 0	64,914 ⁽¹⁰⁾	I	By NQ Stock Option

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				Gain Deferral Plan Tr
Common Stock		31,235 ⁽¹¹⁾	D	
Common Stock		517 ⁽¹²⁾	I	By Immediate Family
Common Stock		836 ⁽¹³⁾	I	By Profit Sharing Plan Trust

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 number.

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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 A Underlying S (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004		A ⁽¹⁵⁾	6,138	05/04/2005	02/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.7734	11/04/2004		M ⁽¹⁾	3,459	⁽¹⁴⁾	02/15/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004		A ⁽¹⁵⁾	1,042	01/15/2005	02/15/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.16	11/04/2004		M ⁽²⁾	3,233	⁽¹⁶⁾	02/21/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004		A ⁽¹⁵⁾	1,099	05/04/2005	02/21/2006	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 17.1	11/04/2004	M ⁽³⁾	2,420	⁽¹⁷⁾	02/19/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.75	11/04/2004	A ⁽¹⁵⁾	1,157		05/04/2005 02/19/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.7	11/04/2004	M ⁽⁶⁾	2,289	⁽¹⁸⁾	02/18/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004	A ⁽¹⁵⁾	1,389		05/04/2005 02/18/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.55	11/04/2004	M ⁽⁵⁾	2,785	⁽¹⁹⁾	02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004	A ⁽¹⁵⁾	1,445		05/04/2005 02/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.8334	11/04/2004	M ⁽⁷⁾	1,606	⁽²⁰⁾	08/18/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004	A ⁽¹⁵⁾	981		05/04/2005 08/18/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.4	11/04/2004	M ⁽⁴⁾	6,455	⁽²¹⁾	02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004	A ⁽¹⁵⁾	3,320		05/04/2005 02/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.5	11/04/2004	M ⁽⁸⁾	6,231	⁽²²⁾	02/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.775	11/04/2004	A ⁽¹⁵⁾	3,919		05/04/2005 02/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.695	11/04/2004	M ⁽⁹⁾	7,652	⁽²³⁾	02/20/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

SCHWARTZ THOMAS J
300 PARK BOULEVARD, SUITE 405
ITASCA, IL 60143

EVP Group Pres. Cmm'l Bnk, FMB

Signatures

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

11/08/2004

__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) The transaction represents the exercise of 3,459 stock options under the Omnibus Stock & Incentive Plan whereby 1,042 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,417 shares.
 - (2) The transaction represents the exercise of 3,233 stock options under the Omnibus Stock & Incentive Plan whereby 1,099 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,134 shares.
 - (3) The transaction represents the exercise of 2,420 stock options under the Omnibus Stock & Incentive Plan whereby 1,157 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 1,263 shares.
 - (4) The transaction represents the exercise of 6,455 stock options under the Omnibus Stock & Incentive Plan whereby 3,320 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 3,135 shares.
 - (5) The transaction represents the exercise of 2,785 stock options under the Omnibus Stock & Incentive Plan whereby 1,445 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 1,340 shares.
 - (6) The transaction represents the exercise of 2,289 stock options under the Omnibus Stock & Incentive Plan whereby 1,389 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 900 shares.
 - (7) The transaction represents the exercise of 1,606 stock options under the Omnibus Stock & Incentive Plan whereby 981 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 625 shares.
 - (8) The transaction represents the exercise of 6,231 stock options under the Omnibus Stock & Incentive Plan whereby 3,919 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,312 shares.
 - (9) The transaction represents the exercise of 7,652 stock options under the Omnibus Stock & Incentive Plan whereby 6,138 previously acquired shares were tendered as payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 1,514 shares.
 - (10) Between May 27, 2004 and November 8, 2004 the reporting person acquired 615 shares of First Midwest common stock pursuant to the 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 October 19, 2004.
 - (11) Between May 27, 2004 and November 8, 2004 the reporting person acquired 234 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated October 19, 2004.
 - (12) Between May 27, 2004 and November 8, 2004 the reporting person acquired 8 shares of First Midwest common stock under the First Midwest Bancorp, Inc. Dividend Reinvestment Plan. The information in this report is based on a plan statement dated October 19, 2004.
 - (13) Between May 27, 2004 and November 8, 2004 the reporting person acquired 11 shares of First Midwest common stock pursuant to the 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 October 25, 2004.

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- (14) The stock option vests in two equal annual installments beginning on February 15, 1997.
- (15) The transaction represents a reload stock option granted under the Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 11/4/04.
- (16) The stock option vests in two equal annual installments beginning on February 21, 1998.
- (17) The stock option vests in two equal annual installments beginning on February 19, 1999.
- (18) The stock option vests in two equal annual installments beginning on February 18, 2000.
- (19) The stock option vests in two equal annual installments beginning on February 17, 2001.
- (20) The stock option vests in two equal annual installments beginning on August 18, 2001.
- (21) The stock option vests in two equal annual installments beginning on February 16, 2002.
- (22) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (23) The stock option vests in two equal annual installments beginning on February 20, 2004.

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.