

MidWestOne Financial Group, Inc.
 Form 4
 May 12, 2008

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 *
POTHOVEN JOHN P

2. Issuer Name and Ticker or Trading Symbol
MidWestOne Financial Group, Inc. [MOFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
102 SOUTH CLINTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

IOWA CITY, IA 52240

(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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	05/09/2008		M	V	2,375	A	\$ 11.85	30,069	D	
Common Stock	05/09/2008		F		1,694	D	\$ 16.45	28,375	D	
Common Stock	05/09/2008		G	V	300	D	\$ 0	28,075	D	
Common Stock	05/09/2008		G ⁽¹⁾	V	600	D	\$ 0	27,475	D	
Common Stock	05/09/2008		G ⁽¹⁾	V	600	A	\$ 0	600	I	Self/UTMA Custodian Minor

Common Stock	14,999	I	Grandchildren By IRA
Common Stock	30,896	I	By ESOP

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 17.77					(2) 12/31/2008	12/31/2008	Common Stock	3,800
Stock Option	\$ 11.85	05/09/2008		M	2,375	(2) 12/31/2011	12/31/2011	Common Stock	2,375
Stock Option	\$ 16.86					(2) 12/31/2012	12/31/2012	Common Stock	4,750
Stock Option	\$ 19.75					(2) 12/31/2013	12/31/2013	Common Stock	4,987
Stock Option	\$ 21.94					(2) 12/31/2014	12/31/2014	Common Stock	4,750
Stock Option	\$ 18.71					(2) 12/30/2015	12/30/2015	Common Stock	2,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

POTHOVEN JOHN P
102 SOUTH CLINTON STREET
IOWA CITY, IA 52240

Executive Vice President & COO

Signatures

/s/ John P.

Pothoven

05/12/2008

**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).

Transfer to self as custodian for minor grandchildren under Uniform Transfers to Minors Act. The reporting person disclaims beneficial

(1) ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Received in the merger in exchange for an option to acquire shares of OSKY common stock. Pursuant to the terms of the merger, all outstanding options to acquire OSKY common stock became fully vested prior to the effective time of the merger and became exercisable

(2) for the number of whole shares of MOFG common stock equal to the number of shares of OSKY common stock subject to the option multiplied by 0.95 (rounded down to the nearest whole number) with an exercise price equal to the original exercise price divided by 0.95 (rounded up to the nearest whole cent).

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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