

OMEARA ROBERT P
 Form 4
 December 19, 2002
 SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
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|--|---|--|--|
| <p>1. Name and Address of Reporting Person*</p> <p>O'Meara, Robert P.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>300 Park Boulevard, Suite 405</p> <hr/> <p>(Street)</p> <p>Itasca, IL 60143</p> <hr/> <p>(City) (State) (Zip)</p> <p>USA</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Midwest Bancorp, Inc. FMBI</p> | <p>4. Statement for (Month/Year)</p> <p>December 18, 2002</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10%</p> <p>Owner</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other</p> <p>Officer/Other Description Chairman & Chief Executive Officer</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | | <p>5. If Amendment, Date of Original (Month/Year)</p> | |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
|--|--------------------------------------|---|--|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (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/D Price | | | |
| Common Stock | 12/17/2002 | G V | 200 D | 220,958 | D | |
| Common Stock | 12/18/2002 | M (1) | 12,622 A \$21.83 | | I | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | 12/18/2002 | F (1) | 10,207 D | 220,174 | I | By NQ Stock Option Gain Deferral Plan Tr |
| Common Stock | | | | 18,701 | I | By IRA |
| Common Stock | | | | 185,081 | I | By Profit Sharing Plan Trust |
| Common Stock | | | | 167,584 | I | By Spouse |
| | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
SEC 1474 (3-99)**O'Meara, Robert P. - December 18, 2002****Form 4 (continued)**

| 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) | 4. Transaction Code and Voluntary Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| Non-Qualified Stock Option (right to buy) | \$21.8334 | 12/18/2002 | M (1) | (D) 12,622 | 08/18/2002 08/18/2009 | Common Stock - 12,622 | | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$27.0000 | 12/18/2002 | A (2) | (A) 10,207 | 06/18/2003 08/18/2009 | Common Stock - 10,207 | | 10,207 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/16/2004 | Common Stock - 9,013 | | 9,013 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/15/2005 | Common Stock - 9,614 | | 9,614 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/21/2006 | Common Stock - 9,999 | | 9,999 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/19/2007 | Common Stock - 10,407 | | 10,407 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.4350 | | | | 06/20/2002 02/18/2008 | Common Stock - 8,315 | | 8,315 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/18/2008 | Common Stock - 8,117 | | 8,117 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.4350 | | | | 06/20/2002 02/17/2009 | Common Stock - 8,648 | | 8,648 | D | |
| Non-Qualified Stock Option (right to buy) | \$29.1300 | | | | 09/28/2002 02/17/2009 | Common Stock - 8,441 | | 8,441 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.4350 | | | | 06/20/2002 08/18/2009 | Common Stock - 9,693 | | 9,693 | D | |
| | \$29.1300 | | | | | | | 22,571 | D | |

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|---|-----------|--|--|-------------------------|-----------------------|--|--------|---|--|
| Non-Qualified Stock Option (right to buy) | | | | 09/28/2002 02/16/2010 | Common Stock - 22,571 | | | | |
| Non-Qualified Stock Option (right to buy) | \$18.4000 | | | 02/16/2003 02/16/2010 | Common Stock - 35,731 | | 35,731 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.5000 | | | varies (3) 02/21/2011 | Common Stock - 30,544 | | 30,544 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.5000 | | | varies (4) 04/25/2011 | Common Stock - 31,856 | | 31,856 | D | |
| Non-Qualified Stock Option (right to buy) | \$28.6950 | | | varies (5) 02/20/2012 | Common Stock - 52,692 | | 52,692 | D | |
| Phantom Stock under NQ Retirement Plan | 1-for-1 | | | Immed. (6) | Common Stock - 2,463 | | 2,463 | D | |
| | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: By Barbara E. Briick, Attorney in-fact** constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). 12-18-2002 -
 ** Signature of Reporting Person
 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

Power of Attorney

See Instruction 6 for procedure.

Page 2
 SEC 1474 (3-99)

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.

O'Meara, Robert P. - December 18, 2002

Form 4 (continued)

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.
 FMBI**

Form 4 - December 18, 2002

**Robert P. O'Meara
 300 Park Boulevard, Suite 405
 Itasca, IL 60143**

Explanation of responses:

- (1) The transaction represents the exercise of 12,622 stock options under the 1989 Omnibus Stock & Incentive Plan whereby 10,207 previously acquired shares were tendered in payment of the exercise price with the resulting value realized being deferred into the Nonqualified Gain Deferral Plan in the form of 2,415 shares.
- (2) Represents reload stock option granted under the 1989 Omnibus Stock & Incentive Plan to replace the number of shares tendered in the option exercised on 12/18/02.
- (3) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (4) The stock option vests in two equal annual installments beginning on April 25, 2003.
- (5) The stock option vests in two equal annual installments beginning on February 20, 2004.
- (6) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.