

MB FINANCIAL INC /MD
Form 4
August 01, 2016

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 *
Wildman Brian J

(Last) (First) (Middle)

C/O MB FINANCIAL, INC., 6111
NORTH RIVER ROAD

(Street)

ROSEMONT, IL 60018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MB FINANCIAL INC /MD [MBFI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Officer of Subsidiary

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	08/01/2016		S	4,000 D \$ 38.42	31,155	D	
Common Stock					1,578	I	By 401(k)
Common Stock					2,761	I	By Deferred Comp Plan
Common Stock					200	I	By IRA

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

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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 Amount of Underlying Security (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title Amount or Number of Shares
				Code V (A) (D)			
Stock Option (Right to Buy)	\$ 40					07/25/2011 ⁽¹⁾ 07/25/2017	Common Stock 4,250
Stock Option (Right to Buy)	\$ 20.4					08/29/2013 ⁽²⁾ 08/29/2022	Common Stock 2,300
Stock Option (Right to Buy)	\$ 27.09					08/28/2014 ⁽²⁾ 08/28/2023	Common Stock 4,000
Performance Share Units	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 4,700
Stock Option (Right to Buy)	\$ 29.8					02/26/2015 ⁽²⁾ 02/26/2024 ⁽²⁾	Common Stock 3,900
Performance Share Units	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 4,250
Stock Option (Right to Buy)	\$ 31.26					02/25/2016 ⁽⁴⁾ 02/25/2025 ⁽⁴⁾	Common Stock 3,000
Performance Share Units	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 3,900
Stock Option (Right to Buy)	\$ 30.33					02/24/2017 ⁽⁵⁾ 02/24/2026 ⁽⁵⁾	Common Stock 4,600

Buy)

Performance Share Units	\$ 0	(3)	(3)	Common Stock	5,32
Restricted Stock Units	\$ 0	(6)	(6)	Common Stock	2,39
Restricted Stock Units	\$ 0	(7)	(7)	Common Stock	4,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wildman Brian J C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018			Exec. Officer of Subsidiary	

Signatures

/s/ Doria L. Koros, attorney-in-fact for Mr. Wildman
08/01/2016

**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) Option to purchase shares of common stock granted to the reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option is 100% vested.
- (2) Grant to reporting person of option to purchase shares of common stock under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests ratably over 4 years (25% per year).
- (3) Performance based vesting
- (4) Option to purchase shares of common stock granted to the reporting person under Issuer's Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning on February 25, 2016).
- (5) Option to purchase shares of common stock granted to reporting person under Issuer's Amended and Restated Omnibus Incentive Plan. The option vests annually over 4 years (25% per year beginning February 24, 2017).
- (6) Restricted stock units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan. One-half of the restricted stock units are scheduled to vest on February 24, 2017 and one-half of the restricted stock units are scheduled to vest on February 24, 2018.
- (7) Restricted Stock Units granted to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan equal to the same amount of shares of common stock. The restricted stock units vest annually over 4 years (25% per year beginning February 24, 2017).

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.