

MB FINANCIAL INC /MD  
Form 4  
September 13, 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 \*  
**FEIGER MITCHELL**

(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)  
**09/12/2016**

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)

President and CEO

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)			
			Code	V	Amount (A) or (D) Price					
Common Stock	09/12/2016		M		38,637 (1)	A	\$ 158,634	D		
Common Stock	09/12/2016		F		17,658 (2)	D	\$ 38.87	140,976	D	
Common Stock								16,327	I	By 401(k)
Common Stock								1,408	I	By Children
Common Stock								7,994	I	By Deferred Comp Plan

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Common Stock	15,775	I	By Ira
Common Stock	12,148	I	By Spouse's IRA
Common Stock	28,180	I	By Trust
Common Stock	146,239	I	Revocable Living Trust
Common Stock	65,281	I	Spouse's Revocable Living Trust

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	\$ 0	09/12/2016		M	38,637 <u>(1)</u>	<u>(3)</u>	<u>(3)</u>			Common Stock
Stock Option (Right to Buy)	\$ 40					07/25/2011 <sup>(4)</sup>		07/25/2017		Common Stock
Stock Option (Right to Buy)	\$ 32.89					07/25/2011 <sup>(4)</sup>		07/25/2017		Common Stock
Stock Option (Right to Buy)	\$ 29					06/25/2012		06/25/2018 <sup>(4)</sup>		Common Stock

Stock Option (Right to Buy)	\$ 24.65	06/25/2012	06/25/2018 <sup>(4)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 20.4	08/29/2013 <sup>(5)</sup>	08/29/2022	Common Stock
Stock Option (Right to Buy)	\$ 27.09	08/28/2014 <sup>(5)</sup>	08/28/2023	Common Stock
Stock Option (Right to Buy)	\$ 29.8	02/26/2015 <sup>(5)</sup>	02/26/2024 <sup>(5)</sup>	Common Stock
Performance Share Units	\$ 0	<u>(3)</u>	<u>(3)</u>	Common Stock
Stock Option (Right to Buy)	\$ 31.26	02/25/2016 <sup>(6)</sup>	02/25/2025 <sup>(6)</sup>	Common Stock
Performance Share Units	\$ 0	<u>(3)</u>	<u>(3)</u>	Common Stock
Stock Option (Right to Buy)	\$ 30.33	02/24/2017 <sup>(7)</sup>	02/24/2026 <sup>(7)</sup>	Common Stock
Performance Share Units	\$ 0	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units	\$ 0	<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Units	\$ 0	<u>(9)</u>	<u>(9)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEIGER MITCHELL C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018	X		President and CEO	

## Signatures

/s/ Doria L. Koros, Attorney-in-fact for Mr. Feiger

09/13/2016

\_\_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).

Transaction represents the settlement of performance share units ("PSUs"). These PSUs represented the right to receive a number of shares of the issuer's common stock, ranging from 25% to 175% of a target number of 22,078 shares (which was the number of PSUs previously reported as having been awarded to the reporting person) depending on the level of achievement relative to a specified performance goal (total shareholder return relative to a comparison group) during the performance period. Based on the actual level of achievement during the performance period, the reporting person vested in 38,637 PSUs, representing 175.00% of the target number of PSUs, for which the reporting person became entitled to 38,637 shares of the issuer's common stock.

(1) Transaction represents withholding of shares to satisfy tax withholding obligation in connection with the vesting and settlement of PSUs as described in footnote 1.

(2) Performance based vesting

(3) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. The option is 100% vested.

(4) 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).

(5) 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).

(6) 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).

(7) 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.

(8) 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.

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