

MAY KAREN J
Form 4
June 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MAY KAREN 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)

06/01/2018

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)

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	06/01/2018		M	A	965 \$ 26.8	D	
Common Stock	06/01/2018		M	A	2,073 \$ 28.21	D	
Common Stock	06/01/2018		M	A	1,326 \$ 32.06	D	
Common Stock	06/01/2018		S	D	4,830 \$ 50.2039	D	
Common Stock					28,507	I	By Deferred Comp

Plan

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

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SEC 1474
(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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.8	06/01/2018		M	965	06/28/2013 ⁽¹⁾ 06/28/2018	Common Stock	965	
Stock Option (Right to Buy)	\$ 28.21	06/01/2018		M	2,073	09/30/2013 ⁽¹⁾ 09/30/2018	Common Stock	2,073	
Stock Option (Right to Buy)	\$ 32.06	06/01/2018		M	1,326	12/31/2013 ⁽¹⁾ 12/31/2018	Common Stock	1,326	
Stock Option (Right to Buy)	\$ 30.96					03/31/2014 ⁽¹⁾ 03/31/2019	Common Stock	1,256	
Stock Option (Right to Buy)	\$ 27.05					06/30/2014 ⁽¹⁾ 06/30/2019	Common Stock	2,031	
Stock Option (Right to Buy)	\$ 27.68					09/30/2014 ⁽¹⁾ 09/30/2019	Common Stock	1,528	

Stock Option (Right to Buy)	\$ 32.86	12/31/2014 ⁽¹⁾	12/31/2019	Common Stock	1,007
Stock Option (Right to Buy)	\$ 31.31	03/31/2015 ⁽¹⁾	03/31/2020	Common Stock	910
Stock Option (Right to Buy)	\$ 34.44	06/30/2015 ⁽¹⁾	06/30/2020	Common Stock	1,263
Stock Option (Right to Buy)	\$ 32.64	09/30/2015 ⁽¹⁾	09/30/2020	Common Stock	1,234
Stock Option (Right to Buy)	\$ 32.37	12/31/2015 ⁽¹⁾	12/31/2020	Common Stock	1,372
Stock Option (Right to Buy)	\$ 32.45	03/31/2016 ⁽¹⁾	03/31/2021	Common Stock	1,151
Stock Option (Right to Buy)	\$ 36.28	06/30/2016 ⁽¹⁾	06/30/2021	Common Stock	946
Stock Option (Right to Buy)	\$ 38.04	09/30/2016 ⁽¹⁾	09/30/2021	Common Stock	1,810
Stock Option (Right to Buy)	\$ 47.23	12/30/2016 ⁽¹⁾	12/30/2021	Common Stock	768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAY KAREN J C/O MB FINANCIAL, INC. 6111 NORTH RIVER ROAD ROSEMONT, IL 60018	X			

Signatures

/s/ Doria L. Koros, attorney-in-fact for
Ms. May

06/05/2018

__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.

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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