

MAY KAREN J
Form 4
March 26, 2019

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

ROSEMONT, IL 60018

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/22/2019		D	8,316 D \$ 0 (1)	0	D	
Common Stock	03/22/2019		D	28,507 (2) D \$ 0 (1)	0	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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.68	03/22/2019		D	1,528	09/30/2014 ⁽³⁾⁽⁴⁾	09/30/2019	Common Stock	1,528
Stock Option (Right to Buy)	\$ 32.86	03/22/2019		D	1,007	12/31/2014 ⁽³⁾⁽⁴⁾	12/31/2019	Common Stock	1,007
Stock Option (Right to Buy)	\$ 31.31	03/22/2019		D	910	03/31/2015 ⁽³⁾⁽⁴⁾	03/31/2020	Common Stock	910
Stock Option (Right to Buy)	\$ 34.44	03/22/2019		D	1,263	06/30/2015 ⁽³⁾⁽⁴⁾	06/30/2020	Common Stock	1,263
Stock Option (Right to Buy)	\$ 32.64	03/22/2019		D	1,234	09/30/2015 ⁽³⁾⁽⁴⁾	09/30/2020	Common Stock	1,234
Stock Option (Right to Buy)	\$ 32.37	03/22/2019		D	1,372	12/31/2015 ⁽³⁾⁽⁴⁾	12/31/2020	Common Stock	1,372
Stock Option (Right to Buy)	\$ 32.45	03/22/2019		D	1,151	03/31/2016 ⁽³⁾⁽⁴⁾	03/31/2021	Common Stock	1,151
Stock Option (Right to Buy)	\$ 36.28	03/22/2019		D	946	06/30/2016 ⁽³⁾⁽⁴⁾	06/30/2021	Common Stock	946

Stock Option (Right to Buy)	\$ 38.04	03/22/2019	D	1,810	09/30/2016 ⁽³⁾⁽⁴⁾	09/30/2021	Common Stock	1,810
Stock Option (Right to Buy)	\$ 47.23	03/22/2019	D	768	12/30/2016 ⁽³⁾⁽⁴⁾	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

03/26/2019

__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) Disposed of upon completion of the merger (the "Merger") of a wholly owned subsidiary of Fifth Third Bancorp ("Fifth Third") with and into the Issuer, effective March 22, 2019. Pursuant to the Agreement and Plan of Merger, dated as of May 20, 2018, between the Issuer and Fifth Third (the "Merger Agreement"), upon completion of the Merger, each outstanding share of the Issuer's common stock converted into the right to receive 1.45 shares of Fifth Third common stock and \$5.54 in cash. The closing price per share of Fifth Third common stock on March 21, 2019, the last trading day prior to completion of the Merger, was \$25.48.

(2) Represents approximate equivalent number of shares of the Issuer's common stock held in the reporting person's account under the Issuer's Stock Deferred Compensation Plan, based on the most recent plan account statement. The approximate equivalent number of shares is equal to the dollar value of the reporting person's plan account divided by the closing price of the Issuer's common stock. As a result, the equivalent number of shares fluctuated with changes in the market price of the Issuer's common stock.

(3) 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.

(4) This option was assumed by Fifth Third upon completion of the Merger and converted into an option to purchase Fifth Third common stock as provided under the terms of the Merger Agreement.

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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