

Conte Randall
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 *
Conte Randall

(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)

03/22/2019

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)

Vice President and CFO

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)
				(A) or (D)	Price		
Common Stock	03/22/2019		D	V	\$ 0 (1)	0	I By IRA (2)
Common Stock	03/22/2019		D	V	\$ 0 (1)	0	D

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 31.26	03/22/2019		D	3,482	02/25/2016 ⁽³⁾⁽⁴⁾	02/25/2025 ⁽³⁾⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 30.33	03/22/2019		D	4,721	02/24/2017 ⁽⁴⁾⁽⁵⁾	02/24/2026 ⁽⁴⁾⁽⁵⁾	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	1,075	<u>(6)(7)</u>	<u>(6)(7)</u>	Common Stock
Stock Option (Right to Buy)	\$ 45.67	03/22/2019		D	3,774	<u>(4)(8)</u>	<u>(4)(8)</u>	Common Stock
Performance Share Units	\$ 0	03/22/2019		D	3,579	<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	1,576	<u>(7)(10)</u>	<u>(7)(10)</u>	Common Stock
Stock Option (Right to Buy)	\$ 41.01	03/22/2019		D	3,735	<u>(4)(11)</u>	<u>(4)(11)</u>	Common Stock
Performance Share Units	\$ 0	03/22/2019		D	7,681	<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	298	<u>(7)(12)</u>	<u>(7)(12)</u>	Common Stock
Restricted Stock Units	\$ 0	03/22/2019		D	2,633	<u>(7)(13)</u>	<u>(7)(13)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Conte Randall
C/O MB FINANCIAL, INC.
6111 NORTH RIVER ROAD
ROSEMONT, IL 60018

Vice President and CFO

Signatures

/s/ Doria L. Koros, attorney-in-fact for Mr.
Conte

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).

- 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
- (1) 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 shares held by Randall T. Conte, CGM IRA Rollover Custodian
 - (3) 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).
 - (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.
 - (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 equal to the same amount of shares of common stock. The remaining restricted stock units are scheduled to vest on February 24, 2020.
 - (7) These restricted stock units were assumed by Fifth Third upon completion of the Merger and converted into Fifth Third restricted stock units as provided under the terms of the Merger Agreement.
 - (8) 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 22, 2018).
 - (9) Reflects the number of performance share units earned at the end of the performance period, as determined at the closing of the Merger. These performance share units were assumed by Fifth Third upon completion of the Merger and converted into Fifth Third restricted stock units as provided under the terms of the Merger Agreement.
 - (10) 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 remaining restricted stock units are scheduled to vest in one-half annual increments beginning February 22, 2020.
 - (11) 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 28, 2019).
 - (12) 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 remaining restricted stock units are scheduled to vest on February 28, 2020.
 - (13) 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 remaining restricted stock units are scheduled to vest in one-third annual increments beginning February 28, 2020.

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.