

FIRST INTERSTATE BANCSYSTEM INC

Form 4

February 20, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cerkovnik Robert M

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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

Sr VP & Chief Credit Officer

P.O. BOX 30918

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BILLINGS, MT 59116

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	02/19/2014		M		6,146	A \$ 14.67 <u>(1)</u>	25,254	D	
Class A Common Stock	02/19/2014		F		4,525 <u>(2)</u>	D \$ 0	20,729	D	
Class A Common Stock							5,248	I	By 401(k) Plan
Class A Common							1,108	I	By Spouse

Stock

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options	\$ 20.62	02/19/2014		M		3,600		01/25/2007	01/25/2017	Class B Common Stock	3,600
Stock Options	\$ 20.87	02/19/2014		M		3,200		02/15/2008	02/15/2018	Class B Common Stock	3,200
Stock Options	\$ 14.2	02/19/2014		M		3,170		02/14/2012	02/14/2021	Class A Common Stock	3,170
Stock Options	\$ 14.37	02/19/2014		M		2,142		02/17/2013	02/17/2022	Class A Common Stock	2,142
Stock Options	\$ 17.22	02/19/2014		M		834		02/15/2014	02/15/2020	Class A Common Stock	834
Class B Common Stock ⁽³⁾	\$ 0	02/19/2014		M		6,800		03/05/2010 ⁽³⁾	12/31/2029 ⁽³⁾	Class A Common Stock	6,800
Class B Common Stock ⁽³⁾	\$ 0	02/19/2014		F		6,045 ⁽⁵⁾		03/05/2010 ⁽³⁾	12/31/2029 ⁽³⁾	Class A Common Stock	6,045
Class B Common Stock ⁽³⁾	\$ 0							03/05/2010 ⁽³⁾	12/31/2029 ⁽³⁾	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cerkovnik Robert M P.O. BOX 30918 BILLINGS, MT 59116	Sr VP & Chief Credit Officer

Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting Person

02/20/2014

__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) The price reported in column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$14.20 to \$17.22. The reporting person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, the full information regarding the number of shares sold at each separate price within the ranges set forth above.

(2) Includes 3,562 shares for payment of option exercise price and 963 shares for payment of taxes, valued at \$25.31 per share.

(3) The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B common stock does not expire.

(4) The price reported in Column 8 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.62 to \$20.87. Reporting Person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.

(5) Includes 5,572 shares for payment of option exercise price and 473 shares for payment of taxes, valued at \$25.31 per share.

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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