

Kullander David D
 Form 3
 May 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kullander David D | | (Month/Day/Year) | FIRST MIDWEST BANCORP INC [FMBI] | |
| (Last) | (First) | (Middle) | 05/20/2009 | |
| ONE PIERCE PLACE, SUITE 1500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ITASCA, IL 60143 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP, Bank Operations Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,378 | D | |
| Common Stock | 31,202 | I | By Profit Sharing Plan Trust |
| Common Stock | 100 | I | By Spouse |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--|------------------|------------------|---|----------------------------|--|--|----------------------|
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | 12/16/2005 | 02/16/2010 | Common Stock | 553 | \$ 35.67 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | 11/07/2004 | 02/21/2011 | Common Stock | 1,217 | \$ 33.725 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 02/20/2012 | Common Stock | 745 | \$ 28.695 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | 09/14/2006 | 02/20/2012 | Common Stock | 585 | \$ 36.6 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | 12/16/2005 | 02/19/2013 | Common Stock | 1,405 | \$ 35.67 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | 09/14/2006 | 02/19/2013 | Common Stock | 1,368 | \$ 36.6 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 02/24/2014 | Common Stock | 3,439 | \$ 32.715 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 02/23/2015 | Common Stock | 4,355 | \$ 33.61 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 02/22/2016 | Common Stock | 4,506 | \$ 33.92 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽³⁾ | 02/21/2017 | Common Stock | 4,101 | \$ 38.62 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁴⁾ | 02/20/2018 | Common Stock | 11,755 | \$ 28.095 | D | Â |
| Phantom Stock under NQ Retirement Plan | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 739 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Kullander David D ONE PIERCE PLACE, SUITE 1500 ITASCA, IL 60143 | Â | Â | Â | EVP, Bank Operations Director |

Signatures

By: /s/ David D. Kullander
Date: 05/20/2009

**Signature of Reporting
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan.
- (2) Represents fully vested stock options.
- (3) The stock option vests in two equal annual installments specifically on February 21, 2009 and February 21, 2010, respectively.
- (4) The stock option vests in two equal annual installments specifically on February 20, 2010 and February 20, 2011, respectively.
- (5) Shares of phantom stock acquired under the Nonqualified Retirement Plan have a 1-for-1 conversion ratio and are payable in cash upon distribution to the Participant in accordance with the terms of the Plan.

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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