

FIRST INTERSTATE BANCSYSTEM INC
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

FIRST INTERSTATE BANCSYSTEM, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

N/A

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall be deemed to be filed: for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes).

CUSIP No. Not Applicable.

NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of Above Persons (entities only).

1.

First Interstate Bank

I.R.S. Identification No.: 81-0192860

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION.

4.

Montana, USA

SOLE VOTING POWER:

5.

NUMBER OF 268,414

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 670,595

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 389,784

SHARED DISPOSITIVE POWER:

8.

WITH: 846,262

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9.

1,236,430

10. CHECK IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

15.68%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

EP/BK

CUSIP No. Not Applicable.

Item 1.

(a) Name of Issuer:

First Interstate BancSystem, Inc.

(b) Address of Issuer's Principal Executive Offices:

401 North 31st Street
Billings, Montana 59116

Item 2.

(a) Name of Person Filing:

First Interstate Bank

(b) Address of Principal Business Office or, if none, Residence:

P.O. Box 30918
Billings, Montana 59101

(c) Citizenship:

Montana, USA

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

Not Applicable

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) for the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d(b)(1)(ii)(J).

Item 4. Ownership.

First Interstate Bank beneficially owns 1,236,430 shares, or 15.68%, of issuer's common stock.

First Interstate Bank has sole voting power for 268,414 shares, including 267,966 shares held as trustee for various Scott family members and 448 shares held in trust for others.

First Interstate Bank has sole dispositive power for 389,784 shares, including 387,138 shares held as trustee for various Scott family members and 2,646 shares held in trust for others.

First Interstate Bank has shared voting power for 670,595 shares, including 554,080 shares held as trustee for the Savings and Profit Sharing Plan of First Interstate BancSystem, Inc., 99,919 shares held as trustee for various Scott family members and 16,596 shares held in trust for others.

First Interstate Bank has shared dispositive power for 846,646 shares, including 554,080 shares held as trustee for the Savings and Profit Sharing Plan of First Interstate BancSystem, Inc., 274,947 shares held as trustee for various Scott family members and 17,619 shares held in trust for others.

First Interstate Bank has no voting power for 297,421 shares, including 294,200 shares held as trustee for various Scott family members and 3,221 shares held in trust for others.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent of Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2009
Date

/s/ LYLE R. KNIGHT
Signature

Lyle R. Knight, Chief Executive Officer
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).