

Diedrich Robert P
 Form 3
 May 21, 2010

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 | |
| Â Diedrich Robert P | | (Month/Day/Year) | FIRST MIDWEST BANCORP INC [FMBI] | |
| (Last) | (First) | (Middle) | 05/19/2010 | |
| ONE PIERCE PLACE,Â SUITE 1500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ITASCA,Â ILÂ 60143 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP, Trust Division Manager | |

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 | 25,893 | D | Â |
| Common Stock | 2,147 | I | By IRA |
| Common Stock | 9,207 | I | By Profit Sharing Plan Trust |

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⁾ | Â ⁽²⁾ | 02/21/2011 | Common Stock | 2,100 | \$ 22.5 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽³⁾ | 02/20/2012 | Common Stock | 3,425 | \$ 28.695 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁴⁾ | 02/19/2013 | Common Stock | 3,928 | \$ 26.255 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁵⁾ | 02/24/2014 | Common Stock | 3,309 | \$ 32.715 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁶⁾ | 02/23/2015 | Common Stock | 3,350 | \$ 33.61 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁷⁾ | 02/22/2016 | Common Stock | 8,766 | \$ 33.92 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁸⁾ | 02/21/2017 | Common Stock | 8,271 | \$ 38.62 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽¹⁾ | Â ⁽⁹⁾ | 02/20/2018 | Common Stock | 13,581 | \$ 28.095 | D | Â |
| Phantom Stock under NQ Retirement Plan | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Common Stock | 1,388 | \$ ⁽¹⁰⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Diedrich Robert P ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143 | Â | Â | Â EVP, Trust Division Manager | Â |

Signatures

/S/ Robert P. Diedrich 05/19/2010

**Signature of Reporting Person

Date

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.

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- (2) The stock option vests in two equal annual installments specifically on February 21, 2003 and February 21, 2004, respectively.
- (3) The stock option vests in two equal annual installments specifically on February 20, 2004 and February 20, 2005, respectively.
- (4) The stock option vests in two equal annual installments specifically on February 19, 2005 and February 19, 2006, respectively.
- (5) The stock option vests in two equal annual installments specifically on February 24, 2006 and February 24, 2007, respectively.
- (6) The stock option vests in two equal annual installments specifically on February 23, 2007 and February 23, 2008, respectively.
- (7) The stock option vests in two equal annual installments specifically on February 22, 2008 and February 22, 2009, respectively.
- (8) The stock option vests in two equal annual installments specifically on February 21, 2009 and February 21, 2010, respectively.
- (9) The stock option vests in two equal annual installments specifically on February 20, 2010 and February 20, 2011, respectively.
- (10) 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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