#### Edgar Filing: FIRST INTERSTATE BANCSYSTEM INC - Form 4

#### FIRST INTERSTATE BANCSYSTEM INC

Form 4

February 18, 2014

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Huston Michael G.			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) PO BOX 3091	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014	Director 10% Owner X Officer (give title Other (specify below)			
	(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			
BILLINGS, M	T 59116			Form filed by More than One Reporting Person			

(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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	02/14/2014		F <u>(1)</u>	154	D	\$ 25.26	5,934	D			
Class A Common Stock	02/15/2014		F(1)	180	D	\$ 25.36	5,754	D			
Class A Common Stock	02/15/2014		A	3,264 (2)	A	\$ 0	9,018	D			
Class A Common	02/17/2014		D(1)	155	D	\$ 25.36	8,863	D			

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Stock

Class A
Common 15,411 I By Trust
Stock
Class A
Common 4,972 I By 401(k)
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ection 8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Huston Michael G. PO BOX 30918 BILLINGS, MT 59116

Ex. VP & Chief Banking Officer

Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting
Person 02/18/2014

\*\*Signature of Reporting Person Date

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### **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) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.
- Shares issued for no consideration pursuant to the Registrant's 2006 Equity Compensation Plan. Includes 1,632 time-based shares that vest in three equal portions on the first, second and third annual anniversaries of February 15, 2014. Also includes 1,632 performance-based shares that vest on December 31, 2016 upon achievement of specified performance goals.

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.