

DIETRICH MARK M
 Form 4
 February 21, 2003
 SEC Form 4

<p align="center">FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p>
--	---	--

<p>1. Name and Address of Reporting Person*</p> <p>Dietrich, Mark M.</p> <hr/> <p>(Last) (First) (Middle) 300 Park Boulevard, Suite 405</p> <hr/> <p>(Street) Itasca, IL 60143</p> <hr/> <p>(City) (State) (Zip) USA</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Midwest Bancorp, Inc. FMBI</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other EVP, Chief Operations Officer, First Midwest Bank</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p align="center">February 19, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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 Price			
A/D		Price					
Common Stock					1,875	D	
Common Stock					5,456 (1)	I	By NQ Stock Option Gain Deferral Plan Tr
Common Stock					8,376 (2)	I	By Profit Sharing Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(over)
 SEC 1474 (9-02)

Dietrich, Mark M. - February 19, 2003

Form 4 (continued)

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 and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Non-Qualified Stock Option (right to buy)	\$26.2550	02/19/2003		A	(A) 10,747	varies (3) 02/19/2013	Common Stock - 10,747		10,747	D	
Non-Qualified Stock Option (right to buy)	\$22.7250					07/04/2001 12/15/2005	Common Stock - 2,853		2,853	D	
Non-Qualified Stock Option (right to buy)	\$22.7250					07/04/2001 02/21/2006	Common Stock - 984		984	D	
Non-Qualified Stock Option (right to buy)	\$21.8334					varies (4) 08/18/2009	Common Stock - 1,865		1,865	D	
Non-Qualified Stock Option (right to buy)	\$18.4000					varies (5) 02/16/2010	Common Stock - 9,947		9,947	D	
Non-Qualified Stock Option (right to buy)	\$30.2650					10/25/2002 02/16/2010	Common Stock - 1,875		1,875	D	
Non-Qualified Stock Option (right to buy)	\$22.5000					varies (6) 02/21/2011	Common Stock - 11,066		11,066	D	
Non-Qualified Stock Option (right to buy)	\$28.6950					varies (7) 02/20/2012	Common Stock - 9,409		9,409	D	
Phantom Stock under NQ Retirement Plan	1-for-1					Immed. (8)	Common Stock - 732		732 (9)	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Andrea L. Stangl, Attorney
in-fact 02-21-2003

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which

must be manually signed. If space is insufficient, **Power of Attorney**
see Instruction 6 for procedure.

Page 2

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.

Dietrich, Mark M. - February 19, 2003

Form 4 (continued)

**FOOTNOTE Descriptions for First Midwest Bancorp, Inc.
FMBI**

Form 4 - February 2003

**Mark M. Dietrich
300 Park Boulevard, Suite 405
Itasca, IL 60143**

Explanation of responses:

- (1) Between January 1, 2003 and February 18, 2003 the reporting person acquired 39 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Gain Deferral Plan. The information in this report is based on a plan statement dated January 31, 2003.
- (2) Between January 1, 2003 and February 19, 2003 the reporting person acquired 212 shares of First Midwest Bancorp, Inc. common stock under the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan. The information in this report is based on a plan statement dated February 14, 2003.
- (3) The stock option vests in two equal annual installments beginning on February 19, 2005.
- (4) The stock option vests in two equal annual installments beginning on August 18, 2001.
- (5) The stock option vests in two equal annual installments beginning on February 16, 2002.
- (6) The stock option vests in two equal annual installments beginning on February 21, 2003.
- (7) The stock option vests in two equal annual installments beginning on February 20, 2004.
- (8) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with First Midwest Bancorp, Inc.
- (9) Between January 1, 2003 and February 19, 2003 the reporting person acquired 3 shares of First Midwest common stock pursuant to the dividend reinvestment feature under the First Midwest Bancorp, Inc. Non-Qualified Retirement Plan. The information in this report is based on a plan statement dated January 31, 2003.

Page 3