

FIRST MIDWEST BANCORP INC  
 Form 3  
 May 23, 2008

**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 *<br>Â Hotchkiss James P<br>(Last) (First) (Middle)<br><br>ONE PIERCE PLACE, SUITE 1500<br>(Street)<br><br>ITASCA, Â ILÂ 60143<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>05/21/2008 | 3. Issuer Name and Ticker or Trading Symbol<br>FIRST MIDWEST BANCORP INC [FMBI] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>EVP, Treasurer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 3,587                                                    | D                                                                 | Â                                                        |
| Common Stock                       | 741                                                      | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------|---------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------|---------------------------------|----------------------------------------------------------|

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|                                           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|-------------------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1)            | 02/21/2017      | Common Stock | 10,342                     | \$ 38.62            | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (2)            | 02/20/2012      | Common Stock | 3,203                      | \$ 28.695           | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (3)            | 02/19/2013      | Common Stock | 4,823                      | \$ 26.255           | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (4)            | 02/24/2014      | Common Stock | 4,581                      | \$ 32.715           | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (5)            | 02/23/2015      | Common Stock | 10,687                     | \$ 33.61            | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (6)            | 02/22/2016      | Common Stock | 11,340                     | \$ 33.92            | D                                               | Â |
| Non-Qualified Stock Option (right to buy) | Â (7)            | 02/20/2018      | Common Stock | 11,870                     | \$ 28.095           | D                                               | Â |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                  |       |
|-----------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                       | Director      | 10% Owner | Officer          | Other |
| Hotchkiss James P<br>ONE PIERCE PLACE, SUITE 1500<br>ITASCA, IL 60143 | Â             | Â         | Â EVP, Treasurer | Â     |

## Signatures

By: Andrea L. Stangl, Attorney-in-fact  
Date: 05/23/2008

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

^

**Remarks:**

Exhibit List ^ ^ ^ ^ ^ ^ ^ ^ Exhibit 24 - Power of Attorney

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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