

Scott Jonathan R
Form 4
May 09, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Scott Jonathan R

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX 30918

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BILLINGS, MT 59116-0191

(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)	4. Securities Acquired (A) or Disposed of (D) (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	(A) or (D)	Price
Class A Common Stock	05/07/2018		C		4,916	A	\$ 0 10,303
Class A Common Stock	05/07/2018		M		2,303	A	\$ 14.2 12,606
Class A Common Stock	05/07/2018		M		3,386	A	\$ 14.37 15,992
Class A Common	05/07/2018		M		4,306	A	\$ 17.22 20,298

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Stock

Class A Common Stock	05/07/2018	S	15,244	D	\$ 41.12 <u>(1)</u>	5,054	D	
Class A Common Stock						4,576	I	By Spouse
Class A Common Stock						13,188	I	By Trust

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

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(9-02)

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 (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 19.93	05/07/2018		M		4,000	12/19/2008 12/19/2018	Class B Common Stock	4,000
Class B Common Stock	\$ 0	05/07/2018		M		4,000	<u>(2)</u> <u>(2)</u>	Class A Common Stock	4,000
Class B Common Stock	\$ 0	05/07/2018		C		4,000	<u>(2)</u> <u>(2)</u>	Class A Common Stock	4,000
Stock Options (Right to Buy)	\$ 15	05/07/2018		M		916	02/12/2010 02/12/2020	Class B Common Stock	916
Class B Common Stock	\$ 0	05/07/2018		M		916	<u>(2)</u> <u>(2)</u>	Class A Common Stock	916

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Class B Common Stock	\$ 0	05/07/2018	C	916	(2)	(2)	Class A Common Stock	916
Stock Options (Right to Buy)	\$ 14.2	05/07/2018	M	2,303	02/14/2011	02/14/2021	Class A Common Stock	2,303
Stock Options (Right to Buy)	\$ 14.37	05/07/2018	M	3,386	02/17/2012	02/17/2022	Class A Common Stock	3,386
Stock Options (Right to Buy)	\$ 17.22	05/07/2018	M	4,306	02/15/2013	02/15/2020	Class A Common Stock	4,306
Class B Common Stock	\$ 0				(3)	(3)	Class A Common Stock	50,000
Class B Common Stock	\$ 0				(3)	(3)	Class A Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Jonathan R PO BOX 30918 BILLINGS, MT 59116-0191		X		

Signatures

/S/ Kirk D. Jensen, Attorney-in-Fact for Reporting
Person

05/08/2018

__Signature of Reporting Person

Date

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.05 to \$41.175, inclusive. The reporting person undertakes to provide to the company, any security holder of the company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B Common Stock does not expire and the reporting person elected to convert the shares upon receipt.

(3)

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The Class B Common Stock is convertible at any time into Class A Common Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B Common Stock does not expire.

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.