Sander Mark G Form 4 March 19, 2018

FORM 4

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

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 * Sander Mark G

(Middle)

(First)

ONE PIERCE PLACE, SUITE 1500

(Street)

(Last)

ITASCA, IL 60143

OMB APPROVAL

OMB Number:

3235-0287

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2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
FIRST MIDWEST BANCORP INC [FMBI]	(Check all applicable)			
3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Senior Executive VP & COO			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

(City)	(State)	Zip) Table	e I - Non-l	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	r. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/15/2018		F	2,672 (1)	D	\$ 25.97	189,017	D	
Common Stock	03/15/2018		F	2,328 (2)	D	\$ 25.97	186,689	D	
Common Stock	03/15/2018		A	20,064 (3)	A	\$ 0	206,753	D	
Common Stock	03/15/2018		F	2,964 (4)	D	\$ 25.97	203,789 (5)	D	
Common Stock							363	I	Profit Sharing Plan Trust

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

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> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
				G 1 1	7 (A) (B)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Sander Mark G ONE PIERCE PLACE SUITE 1500 ITASCA, IL 60143

X

Senior Executive VP & COO

Signatures

Andrea L. Stangl, Attorney-in-fact for Mark G. Sander

03/19/2018

**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).

On February 20, 2013, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2013-2015) performance period, as to which 18,089 performance shares were earned on March 15, 2016. The earned performance shares were scheduled to vest in three equal annual

(1) installments on the date earned and the first and second anniversary thereof. On March 15, 2018, the third installment of 6,029 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 2,672 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

(2)

Reporting Owners 2

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On February 19, 2014, the Issuer granted the Reporting Person a performance shares award under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan, subject to a three year (2014-2016) performance period, as to which 15,758 performance shares were earned on March 15, 2017. The earned performance shares were scheduled to vest in three equal annual installments on the date earned and the first and second anniversary thereof. On March 15, 2018, the second installment of 5,253 of the originally earned performance shares vested and were paid in shares of First Midwest Bancorp, Inc. Common Stock, of which 2,328 shares were surrendered by the Reporting Person to satisfy tax withholding obligations. This form is being filed to reflect the surrender of such shares to satisfy the Reporting Person's tax withholding obligation.

Represents performance shares earned by the Reporting Person on March 15, 2018. The performance shares were granted by the Issuer to the Reporting Person under the Amended and Restated First Midwest Bancorp, Inc. Omnibus Stock and Incentive Plan on February 18, 2015, subject to a three year (2015-2017) performance period. Of the performance shares earned, 6,689 vested immediately and were paid in shares of First Midwest Bancorp, Inc. Common Stock. The remaining 13,375 earned performance shares represent the right to receive shares of First Midwest Bancorp, Inc. Common Stock upon satisfaction of a service-based vesting requirement and are scheduled to vest in two equal annual installments on March 15, 2019 and March 15, 2020.

- (4) Reflects the surrender of 2,964 shares of First Midwest Bancorp, Inc. Common Stock to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of the first tranche of the earned performance shares described in note 3.
- (5) 18,627 of these shares are restricted stock units / performance shares.

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.