

Evans Susan R  
 Form 5/A  
 January 22, 2010

# FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Evans Susan R

2. Issuer Name and Ticker or Trading Symbol  
 MidWestOne Financial Group, Inc.  
 [MOFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Operating Officer

102 S. CLINTON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/21/2010

6. Individual or Joint/Group Reporting

(check applicable line)

IOWA CITY, IA 52240

\_\_\_ Form Filed by One Reporting Person  
 \_\_\_ 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 12/31/2009 <sup>(4)</sup>            | ^  | A                              | 29 <sup>(5)</sup> A \$0   | 1,716  | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 499 <sup>(6)</sup>   | I  | By ESOP                           |

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

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SEC 2270 (9-02)

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**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   |                               |
| Employee Stock Option (Right to Buy)       | \$ 16.69   | Â                                    | Â  | Â                              | Â Â   | Â (1)  | 04/01/2018      | Common Stock  | 500                           |
| Employee Stock Option (Right to Buy)       | \$ 9.34  | Â                                    | Â  | Â                              | Â Â   | Â (2)  | 01/22/2019      | Common Stock  | 500                           |
| Employee Stock Option (Right to Buy)       | \$ 7.02  | Â                                    | Â  | Â                              | Â Â   | Â (3)  | 07/16/2019      | Common Stock  | 4,800                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Evans Susan R<br>102 S. CLINTON STREET<br>IOWA CITY, IA 52240 | Â             | Â         | Â Chief Operating Officer | Â     |

## Signatures

Kenneth R. Urmie, under Power of Attorney dated July 17, 2009 01/22/2010

\_\_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 option vests in four equal annual installments beginning on April 1, 2009.
- (2) The option vests in four equal annual installments beginning on January 22, 2010.
- (3) The option vests in four equal annual installments beginning on July 16, 2010.
- (4) This report is for the year as accrued on the same dates as cash dividends were paid on the underlying stock.

These RSU shares represent the dividend equivalent that would have been paid on the number of shares of unvested restricted stock units

- (5) (RSUs) awarded, plus prior dividend equivalents accruing on such RSUs. All such dividend equivalents credited will be treated as RSUs. As RSUs, these dividend equivalents are subject to vesting, forfeiture and termination in accordance with the terms of the original awards.

- (6) Shares held in MidWestOne Financial Group, Inc. Employee Stock Ownership Plan and allocated to reporting person's account as of December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.