

MidWestOne Financial Group, Inc.
 Form 4
 January 22, 2014

FORM 4

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

OMB APPROVAL

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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 *
POTHOVEN JOHN P

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)
102 S. CLINTON STREET, P.O. BOX 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2014

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

IOWA CITY, IA 52244-1700

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | | 27,754 | D | |
| Common Stock | | | | | 51,205 | I | By IRA |
| Common Stock | 01/18/2014 | | F(1) | 35 D | \$ 25.58 3,137 | I | By Spouse |
| Common Stock | 01/21/2014 | | F(2) | 97 D | \$ 25.63 3,040 | I | By Spouse |
| Common Stock | 01/21/2014 | | M | 500 A | \$ 16.69 3,540 | I | By Spouse |

Common Stock 1,233 ⁽³⁾ I By Spouse's ESOP

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

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SEC 1474 (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) | 8. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option (Right to Buy) | \$ 9.34 | | | | | 01/22/2010 01/22/2019 | Common Stock | 500 | |
| Stock Option (Right to Buy) | \$ 16.69 | 01/21/2014 | | M | 500 | 04/01/2009 04/01/2018 | Common Stock | 500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POTHOVEN JOHN P 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700 | X | | | |

Signatures

Kenneth R. Urmie, under Power of Attorney dated January 22,
2009

01/22/2014

__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) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares on January 18, 2014.
- (2) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares on January 21, 2014.
- (3) Shares held in the MidWestOne Financial Group, Inc. Employee Stock Ownership Plan as of December 31, 2013. Shares increased by 7 shares since the date of the reporting person's last filing due to additional shares allocated to the reporting person's ESOP account.

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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