

FIRST INTERSTATE BANCSYSTEM INC
 Form 4
 November 15, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Heyneman Charles M

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)
 3238 DURLAND DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2012

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

BILLINGS, MT 59102
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | | | | | 3,492 | I | By 401(k) Plan |
| Class A Common Stock | | | | | 16,523 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Class B Common Stock ⁽¹⁾ ₍₂₎ | \$ 0 | 11/13/2012 | | G V | 1,780 | 03/05/2010 ⁽¹⁾ 12/31/2029 ⁽¹⁾ | Class A Common Stock 1, |
| Class B Common Stock ⁽¹⁾ ₍₂₎ | \$ 0 | 11/13/2012 | | G V | 890 | 03/05/2010 ⁽¹⁾ 12/31/2029 ⁽¹⁾ | Class A Common Stock 8 |
| Class B Common Stock ⁽¹⁾ ₍₂₎ | \$ 0 | 11/13/2012 | | G V | 890 | 03/05/2010 ⁽¹⁾ 12/31/2029 ⁽¹⁾ | Class A Common Stock 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Heyneman Charles M 3238 DURLAND DRIVE BILLINGS, MT 59102 | | X | | |

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person 11/15/2012

__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) On March 5, 2010, the Company recapitalized its existing common stock. The recapitalization included, among other things, a redesignation of existing common stock as Class B common stock and the creation of a new class of common stock designated as Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK". 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

Edgar Filing: FIRST INTERSTATE BANCSYSTEM INC - Form 4

stock does not expire.

- (2) Change in form of indirect beneficial ownership from indirect ownership by self as trustee to indirect ownership by self as co-trustee for child's trust.
- (3) Shares are owned by a trust for one of Mr. Heyneman's children, for which Mr. Heyneman is a co-trustee and is deemed to be the beneficial owner for purposes of Section 16.
- (4) Shares are owned by a trust for one of Mr. Heyneman's children, for which Mr. Heyneman is a co-trustee and is deemed to be the beneficial owner for purposes of Section 16.

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.