

FIRST INTERSTATE BANCSYSTEM INC
 Form 4
 February 06, 2013

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 *
 Huston Michael G.

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)
 PO BOX 30918
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Ex. VP & Chief Banking Officer

BILLINGS, MT 59116

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | | 14,698 | I | By Trust |
| Class A Common Stock | 02/05/2013 | | M | 3,600 A | \$ 0 3,600 | D | |
| Class A Common Stock | 02/05/2013 | | M | 3,600 D | \$ 17.4393 5,219 | D | |
| Class A Common Stock | | | | | 4,972 | I | By 401(k) Plan |

Stock

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Options | \$ 12.37 | 02/05/2013 | | M | 3,600 | 02/06/2004 02/06/2014 | Class B Common Stock |
| Class B Common Stock ⁽²⁾ | \$ 0 | 02/05/2013 | | M | 3,600 | 03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾ | Class A Common Stock |
| Class B Common Stock ⁽²⁾ | \$ 0 | 02/05/2013 | | M | 3,600 | 03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾ | Class A Common Stock |
| Class B Common Stock ⁽²⁾ | \$ 0 | 02/05/2013 | | F | 137 ⁽³⁾ | 03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾ | Class A Common Stock |
| Class B Common Stock ⁽²⁾ | \$ 0 | | | | | 03/05/2010 ⁽²⁾ 12/31/2029 ⁽²⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huston Michael G. PO BOX 30918 BILLINGS, MT 59116 | | | Ex. VP & Chief Banking Officer | |

Signatures

/s/ TERRILL R. MOORE, Attorney in Fact for Reporting
Person

02/06/2013

__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 purchased in multiple transactions at prices ranging from \$17.36 to \$17.5001. Reporting Person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.

(2) 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, a four-for-one split of Class B common stock, and the creation of a new class of common stock designated as Class A common stock. An initial public offering of the Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK", was commenced March 23, 2010 and concluded March 29, 2010. 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.

(3) Disposition to the issuer of issuer securities in payment of minimum required withholding taxes due upon vesting of unvested shares.

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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