

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
SEC Accession No. [0001209191-13-026732](#)

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REPORTING OWNER

SCOTT RANDALL I

CIK: **1198534**

Type: **4** | Act: **34** | File No.: **001-34653** | Film No.: **13850464**

Mailing Address
C/O FIRST INTERSTATE
BANCSYSTEM INC
P O BOX 30918
BILLINGS MT 59116

ISSUER

FIRST INTERSTATE BANCSYSTEM INC

CIK: **860413** | IRS No.: **810331430** | State of Incorporation: **MT** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Business Address
P O BOX 30918
401 NO 31ST STREET
BILLINGS MT 59116-0918
4062555300

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 SCOTT RANDALL I			2. Issuer Name and Ticker or Trading Symbol FIRST INTERSTATE BANCSYSTEM INC [FIBK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
PO BOX 30918			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) BILLINGS, MT 59116-0918						
(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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								9,648	I	By 401(k) Plan
Class A Common Stock								1,599	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$11.5	05/14/2013		M			2,692	06/02/2003	06/02/2013	Class B Common Stock	2,692	\$11.5	0	D	
Class B Common Stock (1)	\$ 0	05/14/2013		M		2,692		03/05/2010 (1)	12/31/2029 (1)	Class A Common Stock	2,692	\$ 0	3,148	D	
Class B Common Stock (1)	\$ 0	05/14/2013		E		1,532 (2)		03/05/2010 (1)	12/31/2029 (1)	Class A Common Stock	1,532 (2)	\$ 0	1,616	D	
Class B Common Stock (1)	\$ 0							03/05/2010 (1)	12/31/2029 (1)	Class A Common Stock	146,426		146,426	I	By Trust
Class B Common Stock (1)	\$ 0							03/05/2010 (1)	12/31/2029 (1)	Class A Common Stock	82,104		82,104	I	By Spouse

Class B Common Stock ^(L)	\$ 0						03/05/2010 ^(L)	12/31/2029 ^(L)	Class A Common Stock	3,795,676		3,795,676	I	As Managing General Partner of NBar5 Limited Partnership
Class B Common Stock ^(L)	\$ 0						03/05/2010 ^(L)	12/31/2029 ^(L)	Class A Common Stock	85,836		85,836	I	By Self As Co-Trustee

Explanation of Responses:

- 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 Class A common stock, which is listed on the NASDAQ stock market under the symbol "FIBK", was commenced March 23, 2010 and concluded on March 29, 2010. 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.
- Includes 1,532 shares for payment of option exercise price, valued at \$20.20 per share.

Signatures

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

** Signature of Reporting Person

05/15/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.