

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-28**

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### REPORTING OWNER

#### **Peterson Susan Gayle**

CIK: **1374167**

Type: **4** | Act: **34** | File No.: **000-24566-01** | Film No.: **10871329**

Mailing Address

*C/O MB FINANCIAL INC  
6111 NORTH RIVER ROAD  
ROSEMONT IL 60018*

### ISSUER

#### **MB FINANCIAL INC /MD**

CIK: **1139812** | IRS No.: **363132116** | State of Incorp.: **MD** | Fiscal Year End: **0914**

SIC: **6035** Savings institution, federally chartered

Mailing Address

*1200 NORTH ASHLAND  
AVENUE  
CHICAGO IL 60622*

Business Address

*801 WEST MADISON STREET  
CHICAGO IL 60607  
3124217600*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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<br><b>Peterson Susan Gayle</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MB FINANCIAL INC /MD [MBFI]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Exec. Officer of Subsidiary</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/28/2010</b>             |  |  |   |  |  |
| C/O MB FINANCIAL, INC., 6111 NORTH RIVER ROAD                          |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                              |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |  |  |
| (Street)<br><b>ROSEMONT, IL 60018</b>                                  |         |          |   |  |  |   |  |  |
| (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   |   |  |   |
| Common Stock                    | 05/28/2010                           |  | A                              |   | 42  | A          | \$21.85 | 3,171   | I  | By Deferred Comp Plan                                 |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,194   | I  | By 401(k) Plan  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 47,406  | 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 |   |  |  |  |  |
| Stock Option (Right to Buy)                | \$40   |                                      |  |                                |   |   |     | 07/25/2011 (L)   | 07/25/2017      | Common Stock  | 4,856                                      | 4,856  | D  |  |

|                             |         |  |  |  |  |  |  |                           |            |              |        |  |        |   |  |
|-----------------------------|---------|--|--|--|--|--|--|---------------------------|------------|--------------|--------|--|--------|---|--|
| Stock Option (Right to Buy) | \$32.89 |  |  |  |  |  |  | 07/25/2011 <sup>(1)</sup> | 07/25/2017 | Common Stock | 5,942  |  | 5,942  | D |  |
| Stock Option (Right to Buy) | \$29    |  |  |  |  |  |  | 06/25/2012 <sup>(2)</sup> | 06/25/2018 | Common Stock | 13,118 |  | 13,118 | D |  |
| Stock Option (Right to Buy) | \$24.65 |  |  |  |  |  |  | 06/25/2012 <sup>(2)</sup> | 06/25/2018 | Common Stock | 16,068 |  | 16,068 | D |  |
| Stock Option (Right to Buy) | \$28.46 |  |  |  |  |  |  | 08/25/2006 <sup>(3)</sup> | 01/31/2012 | Common Stock | 1,550  |  | 1,550  | D |  |
| Stock Option (Right to Buy) | \$26.88 |  |  |  |  |  |  | 08/25/2006 <sup>(4)</sup> | 01/24/2013 | Common Stock | 1,550  |  | 1,550  | D |  |
| Stock Option (Right to Buy) | \$32.6  |  |  |  |  |  |  | 08/25/2006 <sup>(5)</sup> | 01/27/2014 | Common Stock | 3,101  |  | 3,101  | D |  |

**Explanation of Responses:**

- Grant to reporting person of option to purchase shares of common stock under Issuer's Amended and Restated Omnibus Incentive Plan. This option becomes vested on 07/25/2011.
- Grant to reporting person of option to purchase shares of common stock under Issuer's Amended and Restated Omnibus Incentive Plan. This option becomes vested on 06/25/2012.
- Received in the Merger in exchange for an option to purchase 1,500 shares of FOBB common stock at an exercise price of \$29.42 per share.
- Received in the Merger in exchange for an option to purchase 1,500 shares of FOBB common stock at an exercise price of \$27.78 per share.
- Received in the Merger in exchange for an option to purchase 3,000 shares of FOBB common stock at an exercise price of \$33.70 per share.

**Signatures**

/s/ Doria L. Koros, attorney-in-fact for Ms. Peterson

\*\* Signature of Reporting Person

06/01/2010

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.

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