

# 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**  
SEC Accession No. **0001127602-10-015929**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**YORK JILL E**

CIK: **1244438**

Type: **4** | Act: **34** | File No.: **000-24566-01** | Film No.: **10871362**

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

OMB Number: 3235-0287  
Expires: 02/28/2011  
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

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 <b>YORK JILL E</b>			2. Issuer Name and Ticker or Trading Symbol <b>MB FINANCIAL INC /MD [MBFI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Vice President and CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <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 (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) <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		165 <sup>(1)</sup>	A	\$21.85	49,275	D	
Common Stock								11,755	I	By 401(k)
Common Stock								572	I	By Deferred Comp Plan
Common Stock								20	I	By Ira

**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		Date Exercisable	Expiration Date					
Stock Option	\$40						07/25/2011 <sup>(2)</sup>	07/25/2017	Common Stock	11,695	11,695	D	

(Right to Buy)														
Stock Option (Right to Buy)	\$32.89						07/25/2011 <sup>(2)</sup>	07/25/2017	Common Stock	14,309		14,309	D	
Stock Option (Right to Buy)	\$29						06/25/2012 <sup>(3)</sup>	06/25/2018	Common Stock	26,344		26,344	D	
Stock Option (Right to Buy)	\$24.65						06/25/2012 <sup>(3)</sup>	06/25/2018	Common Stock	32,268		32,268	D	
Stock Option (Right to Buy)	\$16.8933						07/31/2005 <sup>(4)</sup>	07/31/2011	Common Stock	5,919		5,919	D	
Stock Option (Right to Buy)	\$21.2066						07/18/2006 <sup>(4)</sup>	07/18/2012	Common Stock	12,900		12,900	D	
Stock Option (Right to Buy)	\$26.8933						07/23/2007 <sup>(4)</sup>	07/23/2013	Common Stock	11,700		11,700	D	
Stock Option (Right to Buy)	\$37.06						08/24/2008 <sup>(4)</sup>	08/24/2014	Common Stock	7,029		7,029	D	
Stock Option (Right to Buy)	\$42.7						07/20/2009 <sup>(4)</sup>	07/20/2015	Common Stock	13,688		13,688	D	
Stock Option (Right to Buy)	\$35.77						07/26/2010 <sup>(5)</sup>	07/26/2016	Common Stock	12,037		12,037	D	
Stock Option (Right to Buy)	\$40						07/26/2010 <sup>(5)</sup>	07/26/2016	Common Stock	8,780		8,780	D	

**Explanation of Responses:**

1. This transaction represents the salary adjustment paid in fully vested shares of MBFI common stock to the reporting person under the Issuer's Amended and Restated Omnibus Incentive Plan. As a condition of receiving the salary adjustment, the reporting person entered into an agreement with the Company providing that the reporting person may not sell or otherwise transfer the shares of salary stock for two years, except in the event of disability or death.
2. 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 7/25/2011.
3. 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.
4. Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. The option is 100% vested.
5. Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. This option becomes vested on 07/26/10.

**Signatures**

/s/ Doria L. Koros, Attorney-in-Fact for Ms. York

\*\* 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.

**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.**