

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-10** | Period of Report: **2012-12-31**
SEC Accession No. [0001193125-13-008854](#)

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FILER

FIRST INTERSTATE BANK

CIK: [1125727](#) | IRS No.: **816023169** | State of Incorporation: **MT** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: [028-05949](#) | Film No.: **13521836**

Mailing Address
4PO BOX 30918
BILLINGS MT 59116

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401 NORTH 31ST
BILLINGS MT 59116
4062555230

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here is Amendment ; Amendment Number:

The Amendment (Check only one.): is a restatement.
 adds new entries.

Institutional Investment Manager Filing this Report:

Name: First Interstate Bank
Address: 401 North 31st Street
Billings, MT 59116

Form 13F File Number: 28-05949

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Richard A. McCann
Title: Vice President
Phone: 406-255-5132

Signature, Place, and Date of Signing:

/s/ Richard A. McCann Billings, MT January 9, 2013

Report Type (Check only one.):

13F HOLDINGS REPORT.

13F NOTICE.

13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager: None

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

13F SUMMARY PAGE

Report Summary:

Number of Other Included Mangers: 0

Form 13F Information Table Entry Total: 99

Form 13F Information Table Value Total: \$331,624,353

List of Other Included Managers: NONE

13 F Report Of Managed Assets

<TABLE>
<CAPTION>

NAME OF ISSUER	TYPE	CUSIP	MARKET VALUE	SHARES/P	INVESTMENT DIRECTION			VOTING AUTHORITY		
					SOLE	SHARED	OTHER	SOLE	SHARED	OTHER
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Abbott Laboratories	Equity	002824100	5,067,015	77,359	70,180	7,179	0	74,003	1,382	1,974
Alcoa Inc	Equity	013817101	151,466	17,450	17,450	0	0	17,450	0	0
Altria Group Inc	Equity	02209S103	475,844	15,135	12,285	2,850	0	12,795	0	2,340
American Express Company	Equity	025816109	279,640	4,865	4,865	0	0	4,865	0	0
Amgen Inc	Equity	031162100	344,369	3,995	3,995	0	0	3,995	0	0
Angle Energy Inc	Equity	034760207	64,854	18,000	0	18,000	0	0	13,000	5,000
Apache Corporation	Equity	037411105	4,050,757	51,602	49,168	2,434	0	51,192	0	410

Apple Computer Inc	Equity	037833100	11,519,417	21,646	20,353	1,293	0	21,380	0	266
BB&T Corporation	Equity	054937107	3,259,621	111,976	106,254	5,722	0	111,614	0	362
BP PLC Formerly BP Amoco PLC										
Sponsored ADR	Equity	055622104	218,901	5,257	4,010	1,247	0	5,257	0	0
Baker Hughes Inc	Equity	057224107	5,908,130	144,638	138,325	6,313	0	144,174	0	464
Bankers Petroleum Ltd	Equity	066286303	65,200	20,000	0	20,000	0	0	20,000	0
Berkshire Hathaway Inc Del Cl A	Equity	084670108	536,240	4	0	4	0	4	0	0
Berkshire Hathaway Inc - Cl B	Equity	084670702	5,774,886	64,380	59,357	5,023	0	64,053	100	227
BHP Billiton Limited ADR	Equity	088606108	4,243,698	54,115	51,305	2,810	0	53,698	0	417
Bristol Myers Squibb Company	Equity	110122108	567,359	17,409	15,059	2,350	0	17,409	0	0
Canadian Energy Services & Technology Corp	Equity	13566W108	139,568	13,000	0	13,000	0	0	8,000	5,000
Caterpillar Inc	Equity	149123101	6,021,781	67,201	63,076	4,125	0	66,474	0	727
Celgene Corp	Equity	151020104	5,031,026	64,114	60,315	3,799	0	63,520	0	594
Chevron Corp	Equity	166764100	8,662,879	80,108	75,497	4,611	0	78,950	397	761
Cisco Systems Inc	Equity	17275R102	6,162,464	313,621	296,313	17,308	0	308,384	0	5,237
Citigroup Inc	Equity	172967424	6,954,411	175,794	166,666	9,128	0	174,561	0	1,233
Coca Cola Company	Equity	191216100	402,158	11,094	11,094	0	0	11,094	0	0
Costco Wholesale Corporation	Equity	22160K105	4,352,808	44,088	41,099	2,989	0	43,564	0	524
Danaher Corporation	Equity	235851102	273,686	4,896	4,896	0	0	4,896	0	0
Deere & Company	Equity	244199105	5,552,226	64,247	60,911	3,336	0	63,830	0	417
Disney Walt Co Holdings	Equity	254687106	5,043,926	101,304	95,780	5,524	0	100,229	0	1,075
Du Pont E I De Nemours & Company	Equity	263534109	4,251,098	94,514	88,965	5,549	0	93,537	0	977
EMC Corporation	Equity	268648102	7,118,813	281,376	265,810	15,566	0	277,951	0	3,425
Emerson Electric Company	Equity	291011104	5,489,251	103,649	97,907	5,742	0	102,734	0	915
Exelon Corporation	Equity	30161N101	5,217,199	175,427	165,958	9,469	0	173,630	0	1,797

</TABLE>

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13 F Report Of Managed Assets

<TABLE>
<CAPTION>

NAME OF ISSUER	TYPE	CUSIP	MARKET VALUE	SHARES/P	INVESTMENT DIRECTION			VOTING AUTHORITY		
					SOLE	SHARED	OTHER	SOLE	SHARED	OTHER
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Exxon Mobil Corporation	Equity	30231G102	8,666,078	100,128	93,679	6,449	0	99,233	0	895
First Interstate Bancsystem Inc - Cl A	Equity	32055Y201	477,759	30,963	26,332	4,631	0	24,922	0	6,041
Fluor Corporation	Equity	343412102	419,345	7,139	7,139	0	0	7,139	0	0
Ford Motor Company	Equity	345370860	8,070,932	623,238	589,543	33,695	0	616,952	0	6,286
General Electric Company	Equity	369604103	5,650,235	269,187	252,596	16,591	0	267,052	0	2,135
Gilead Sciences Inc.	Equity	375558103	3,105,760	42,284	40,426	1,858	0	42,148	0	136
Glacier Bancorp Inc	Equity	37637Q105	240,891	16,376	16,376	0	0	13,912	0	2,464
Goldcorp Inc	Equity	380956409	368,395	10,038	338	9,700	0	338	8,000	1,700
Goldman Sachs High Quality Floating Rate Fund	Equity	38141W208	758,174	86,451	78,893	7,558	0	86,451	0	0
Google Inc	Equity	38259P508	414,525	586	547	39	0	586	0	0
Harbor Commodity Real Return Strategy Fd- Ins	Equity	411511397	14,152,283	1,987,680	1,870,516	117,164	0	1,976,576	4,730	6,375
Heartland Financial USA Inc	Equity	42234Q102	226,381	8,657	8,657	0	0	4,328	0	4,329
Home Depot Inc	Equity	437076102	237,937	3,847	1,960	1,887	0	2,360	0	1,487
Huntington Bancshares Inc	Equity	446150104	3,323,445	520,101	495,246	24,855	0	518,308	0	1,793
Illinois Tool Works Inc	Equity	452308109	5,205,883	85,609	80,949	4,660	0	85,257	0	352
Intel Corporation	Equity	458140100	4,516,378	219,029	203,839	15,190	0	216,503	0	2,526
International Business Machines Corporation	Equity	459200101	7,265,492	37,930	35,974	1,956	0	37,535	0	395
iShares S&P Pref Stock Index Fund	Equity	464288687	2,840,318	71,689	71,339	350	0	70,989	0	700
JP Morgan Chase & Company	Equity	46625H100	10,862,962	247,059	234,133	12,926	0	245,059	0	2,000
Johnson Controls Inc	Equity	478366107	4,164,495	135,784	129,108	6,676	0	135,349	0	435
JPMorgan High Yield Fund - Inst	Equity	4812C0803	762,760	93,705	93,705	0	0	93,705	0	0
MDU Resources Group Inc	Equity	552690109	1,535,758	72,305	10,619	61,686	0	10,619	0	61,686
Marathon Oil Corporation	Equity	565849106	214,191	6,986	6,986	0	0	6,443	543	0
McDonalds Corporation	Equity	580135101	7,685,737	87,130	82,816	4,314	0	86,258	0	872
McKesson Corporation	Equity	58155Q103	5,939,770	61,260	58,002	3,258	0	60,637	0	623
Merck & Co Inc	Equity	58933Y105	292,189	7,137	647	6,490	0	1,637	2,500	3,000
Microsoft Corporation	Equity	594918104	4,053,010	151,743	137,685	14,058	0	144,535	1,000	6,208
Mondelez International Inc	Equity	609207105	4,462,837	175,335	164,720	10,615	0	173,628	0	1,707
National Oilwell Varco Inc	Equity	637071101	421,993	6,174	6,074	100	0	6,174	0	0
Newmont Mining	Equity	651639106	221,565	4,771	4,771	0	0	4,771	0	0
NextEra Energy Inc	Equity	65339F101	5,373,088	77,657	72,821	4,836	0	76,619	0	1,038

</TABLE>

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13 F Report Of Managed Assets

<TABLE>
<CAPTION>

NAME OF ISSUER <S>	TYPE <C>	CUSIP <C>	MARKET VALUE <C>	SHARES/P <C>	INVESTMENT DIRECTION			VOTING AUTHORITY		
					SOLE <C>	SHARED <C>	OTHER <C>	SOLE <C>	SHARED <C>	OTHER <C>
Norfolk Southern Corporation	Equity	655844108	265,912	4,300	4,300	0	0	4,300	0	0
Northern Trust Corporation	Equity	665859104	4,243,135	84,592	79,770	4,822	0	84,370	0	222
Oracle Corporation	Equity	68389X105	6,633,845	199,095	189,384	9,711	0	197,578	0	1,517
Oppenheimer Developing Markets Fund - Y	Equity	683974505	25,715,722	737,263	694,046	43,217	0	728,716	4,243	4,304
Osisko Mining Corp	Equity	688278100	120,450	15,000	0	15,000	0	0	13,000	2,000
PHX Energy Services Corp	Equity	6933BU101	90,895	10,000	0	10,000	0	0	10,000	0
Pace Oil and Gas Ltd	Equity	69374D104	133,596	40,855	0	40,855	0	0	35,855	5,000
Penney J C Inc	Equity	708160106	244,404	12,400	12,400	0	0	12,400	0	0
Pepsico Inc	Equity	713448108	6,498,592	94,967	90,089	4,878	0	94,257	0	710
Philip Morris International	Equity	718172109	5,309,551	63,481	60,189	3,292	0	63,241	0	240
Plum Creek Timber Company Inc	Equity	729251108	273,630	6,167	6,167	0	0	6,167	0	0
Poseidon Concepts Corp	Equity	73731R103	113,280	80,000	0	80,000	0	0	60,000	20,000
Procter & Gamble Company	Equity	742718109	7,634,231	112,450	106,934	5,516	0	112,096	0	354
Qualcomm Inc	Equity	747525103	5,859,341	94,720	89,285	5,435	0	93,981	0	739
RidgeWorth Instl US Gov Sec Ultra Shrt Bond-I	Equity	76628T439	1,659,621	163,188	143,379	19,809	0	161,223	1,965	0
Roche Holdings LTD Spons ADR	Equity	771195104	4,488,386	89,314	84,640	4,674	0	88,490	0	824
Schlumberger Limited	Equity	806857108	7,049,816	101,731	95,495	6,236	0	100,160	0	1,571
Silver Wheaton Corporation	Equity	828336107	414,920	11,500	500	11,000	0	500	11,000	0
TCW Select Equities Fund - Inst	Equity	87234N302	3,606,287	178,352	174,423	3,930	0	175,342	0	3,010
Target Corporation	Equity	87612E106	4,980,694	84,176	79,227	4,949	0	83,014	0	1,162
Teva Pharmaceutical Industries Limited ADR	Equity	881624209	3,333,304	89,269	83,970	5,299	0	88,444	0	825
3M Company	Equity	88579Y101	226,275	2,437	2,137	300	0	2,437	0	0
Travelers Companies Inc	Equity	89417E109	351,918	4,900	4,450	450	0	4,900	0	0
ML Arthur Street Fund III	Equity	8Y3L49998	207,460	230	230	0	0	230	0	0
Twin Butte Energy LTD	Equity	901401307	103,600	40,000	0	40,000	0	0	35,000	5,000
U S Bancorp Del	Equity	902973304	4,947,187	154,890	146,390	8,500	0	153,009	0	1,881
Unitedhealth Group Inc	Equity	91324P102	6,590,702	121,510	116,375	5,135	0	120,957	0	553
Vanguard Short- Term Federal Fund- Adm	Equity	922031844	1,793,955	166,107	155,383	10,724	0	163,778	2,298	31
Vanguard Growth Index Fund- Signal	Equity	922908470	271,808	8,011	0	8,011	0	8,011	0	0
Wells Fargo & Company	Equity	949746101	411,664	12,044	11,644	400	0	12,044	0	0
Sugarland Enterprises Inc	Equity	998000483	2,309,980	115,499	0	115,499	0	0	0	115,499

</TABLE>

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13 F Report Of Managed Assets

<TABLE>
<CAPTION>

NAME OF ISSUER <S>	TYPE <C>	CUSIP <C>	MARKET VALUE <C>	SHARES/P <C>	INVESTMENT DIRECTION			VOTING AUTHORITY		
					SOLE <C>	SHARED <C>	OTHER <C>	SOLE <C>	SHARED <C>	OTHER <C>
Fractional American Intl Group (1/100,000)	Equity	ACG874152	0	52,004	52,004	0	0	52,004	0	0
Industrias Penoles S.A. DE C.V.	Equity	P55409141	250,400	5,000	0	5,000	0	0	5,000	0
Marine Harvest ASA	Equity	R2326D105	36,080	40,000	0	40,000	0	0	40,000	0
Zhaojin Mining Industry Co Ltd	Equity	Y988A6104	319,140	197,000	0	197,000	0	0	180,000	17,000
Hannans Reward Ltd	Equity	ZZ7823375	3,315	195,000	195,000	0	0	195,000	0	0
Errawarra Resources LTD	Equity	ZZC990137	0	50,000	50,000	0	0	50,000	0	0
			331,624,353							

</TABLE>

* * * End Of Asset Report * * *

99 Assets Reported Of 41630 Assets On File

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