

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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ISSUER

MidWestOne Financial Group, Inc.

CIK: **1412665** | IRS No.: **421206172** | State of Incorporation: **IA** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address
102 SOUTH CLINTON ST.
IOWA CITY IA 52240

Business Address
102 SOUTH CLINTON ST.
IOWA CITY IA 52240
319-356-5800

REPORTING OWNER

POTHOVEN JOHN P

CIK: **1254732**
Type: **4** | Act: **34** | File No.: **333-147628** | Film No.: **09545499**

Business Address
P O BOX 1104
OSKALOOSA IA 52577
641 673 8448

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

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 POTHOVEN JOHN P | | | 2. Issuer Name and Ticker or Trading Symbol MidWestOne Financial Group, Inc. [MOFG] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009 | | | 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 | | |
| 102 SOUTH CLINTON STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) IOWA CITY, IA 52240 | | | | | | | | |
| (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 | 01/22/2009 | | A | | 500 | A | \$ 0 | 27,975 | D | |
| Common Stock | | | | | | | | 600 | I | Self/UTMA Custodian Minor Grandchildren (1) |
| Common Stock | | | | | | | | 14,999 | I | By IRA |
| Common Stock | | | | | | | | 34,663 | I | By ESOP |

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) | | | | | |

| | | | | | | | | | | | | | | |
|--------------|---------|--|--|--|--|--|-----|------------|--------------|-------|--|-------|---|--|
| Stock Option | \$16.86 | | | | | | (2) | 12/31/2012 | Common Stock | 4,750 | | 4,750 | D | |
| Stock Option | \$19.75 | | | | | | (2) | 12/31/2013 | Common Stock | 4,987 | | 4,987 | D | |
| Stock Option | \$21.94 | | | | | | (2) | 12/31/2014 | Common Stock | 4,750 | | 4,750 | D | |
| Stock Option | \$18.71 | | | | | | (2) | 12/30/2015 | Common Stock | 2,375 | | 2,375 | D | |

Explanation of Responses:

1. Registered to self as custodian for minor grandchildren under Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
2. Fully vested.

Signatures

Kenneth R. Urmie, as Power of Attorney dated January 22, 2009

** Signature of Reporting Person

01/26/2009

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.

