

MOORE TERRILL R
Form 4
May 10, 2013

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE TERRILL R

2. Issuer Name and Ticker or Trading Symbol
FIRST INTERSTATE
BANCSYSTEM INC [FIBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 30918
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President & CFO

BILLINGS, MT 59116-0918

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) Price | 14,572 | I | By 401(k) Plan |
| Class A Common Stock | | | | (A) or (D) Price | 1,500 | I | By Spouse |
| Class A Common Stock | | | | (A) or (D) Price | 8,800 | I | By IRA |
| Class A Common | 05/08/2013 | | C | 2,100 A \$ 0 | 57,182 | D | |

Stock

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

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(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|----------------------|--|---------------------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
| Stock Options | \$ 12.37 | 05/08/2013 | | M | | 8,000 | 02/04/2004 | 02/04/2014 | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 05/08/2013 | | M | | 8,000 | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 05/08/2013 | | F | | 5,900 ⁽²⁾ | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 05/08/2013 | | C | | 2,100 | 03/05/2010 ⁽¹⁾ | 12/31/2029 ⁽¹⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE TERRILL R PO BOX 30918 BILLINGS, MT 59116-0918 | | | Exec. Vice President & CFO | |

Signatures

/s/ TERRILL R. MOORE, Attorney-in-Fact for Reporting Person
05/10/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

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 and the creation of a new class of common stock designated as Class A

- (1) common stock, which is listed on the NASDAQ stock market under the symbol "FIBK". The 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.
- (2) Includes 4,891 shares for payment of option exercise price and 1,009 shares for payment of taxes, valued at \$20.23 per share.
- (3) The number of derivative securities reported as beneficially owned in column 9 has been adjusted for the cancellation of 3,492 stock performance awards for which performance conditions were not met.

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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