

FIRST INTERSTATE BANCSYSTEM INC  
 Form 4  
 November 20, 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 \*  
 Huston Michael G.

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)  
 11/20/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Ex. VP & Chief Banking Officer

BILLINGS, MT 59116

(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   |  |   |   |                |
| Class A Common Stock            |                                      |  |                                | Code V  | Amount  |  |   |   |                |
| Class A Common Stock            | 11/20/2013                           |  | M                              | 1,800   | A   | \$ 17  | 9,486   | D |                |
| Class A Common Stock            | 11/20/2013                           |  | S                              | 1,800   | D   | \$ 25.8585   | 7,686   | D |                |
| Class A Common Stock            |                                      |  |                                |   |   |  | 4,972   | I | By 401(k) Plan |
| Class A Common Stock            |                                      |  |                                |   |   |  | 15,411 <sup>(1)</sup>                                 | I | By Trust       |

Stock

(2)

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

**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 control number.**

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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 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 17  | 11/20/2013                           |  | M                              | 1,800   | 01/26/2006 01/26/2016                                    | Class B Common Stock <sup>(3)</sup>                           | 1,800                         |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Huston Michael G.<br>PO BOX 30918<br>BILLINGS, MT 59116 |               |           | Ex. VP & Chief Banking Officer |       |

## Signatures

/s/ CAROL DONALDSON, Attorney-in-Fact for Reporting Person  
11/20/2013

\*\*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).
- (1) Includes 713 shares of Class A common stock previously held directly, which was transferred into a trust account and is now held indirectly by Trust.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.80 to \$26.13. The reporting person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate

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BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon, request, the full information regarding the number of shares sold at each separate price within the ranges set forth above.

- (3) Simultaneous with exercise of stock options, an election was made to immediately convert Class B commons shares received to Class A common shares.

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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