

POTHOVEN JOHN P
 Form 4
 April 22, 2011

FORM 4

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

OMB APPROVAL

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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 *
 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)

(Last) (First) (Middle)
 102 SOUTH CLINTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

IOWA CITY, IA 52240
 (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 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 | (D) | Price |
| Common Stock | 04/22/2011 | | A | | 260 ⁽⁴⁾ | A | \$ 0 |
| Common Stock | | | | | 600 | I | Self/UTMA Custodian |
| Common Stock | | | | | 52,705 | I | Minor Grandchildren ⁽³⁾ |
| Common Stock | | | | | 2,168 ⁽⁵⁾ | I | By IRA |
| Common Stock | | | | | | I | By spouse |

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Common Stock 659 ⁽⁵⁾ I By spouse's ESOP

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

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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 Option | \$ 16.86 | | | | | <u>(1)</u> 06/30/2011 ⁽²⁾ | Common Stock | 4,750 |
| Stock Option | \$ 19.75 | | | | | <u>(1)</u> 06/30/2011 ⁽²⁾ | Common Stock | 4,987 |
| Stock Option | \$ 21.94 | | | | | <u>(1)</u> 06/30/2011 ⁽²⁾ | Common Stock | 4,750 |
| Stock Option | \$ 18.71 | | | | | <u>(1)</u> 06/30/2011 ⁽²⁾ | Common Stock | 2,375 |
| Stock Option (Right to Buy) | \$ 16.69 | | | | | 04/01/2009 04/01/2018 | Common Stock | 500 ⁽⁵⁾ |
| Stock Option (Right to Buy) | \$ 9.34 | | | | | 01/22/2010 01/22/2019 | Common Stock | 500 ⁽⁵⁾ |

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

POTHOVEN JOHN P
102 SOUTH CLINTON STREET X
IOWA CITY, IA 52240

Signatures

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

04/22/2011

__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) Fully vested.
- (2) Due to reporting person's retirement on June 30, 2008, these stock options must be exercised on or before June 30, 2011.
Registered to self as custodian for minor grandchildren under Uniform Transfers to Minors Act. The reporting person disclaims beneficial
- (3) 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.
- (4) Shares were acquired pursuant to a grant of restricted stock units which vest in four equal annual installments beginning April 22, 2012.
- (5) Shares acquired beneficially through marriage in February 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.