

Funk Charles N
Form 4/A
January 29, 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 *
Funk Charles N

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 S. CLINTON STREET, P.O.
BOX 1700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2013

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

IOWA CITY, IA 52244-1700

4. If Amendment, Date Original Filed(Month/Day/Year)
01/23/2013

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

(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 Ownership (Instr. 4)		
				(A) or (D)					
			Code	V	Amount	Price			
Common Stock	01/21/2013		F		590 ⁽¹⁾ <u>(2)</u>	\$ 22.52	63,967	D	
Common Stock							2,029	I	By ESOP ⁽³⁾

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

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(9-02)

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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. Price or Amount of Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 16.69					(4) 04/01/2018	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 9.34					(5) 01/22/2019	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Funk Charles N 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700	X		President and CEO	

Signatures

Kenneth R. Urmie, Corporate Secretary, under Power of Attorney dated January 22, 2009

01/29/2013

__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) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares on January 21, 2013.
- (2) Purpose of this Form 4 Amendment: The number of shares forfeited has been reduced by 116 from the amount originally reported as a result of recalculation of the required amount of payroll taxes due on RSUs vested.

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- (3) Shares held in MidWestOne Financial Group, Inc. Employee Stock Ownership Plan and allocated to reporting person's account as of December 31, 2012.
- (4) The option vests in four equal annual installments beginning on April 1, 2009.
- (5) The option vests in four equal annual installments beginning on January 22, 2010.

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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