

MB FINANCIAL INC /MD  
Form 4  
January 05, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HENRY PATRICK**

(Last) (First) (Middle)

**C/O MB FINANCIAL, INC, 801  
WEST MADISON STREET**

(Street)

**CHICAGO, IL 60607**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MB FINANCIAL INC /MD [MBFI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/05/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V Amount or (D) Price			
Common Stock	01/05/2005	01/05/2005	D	30,000 (1) D \$ 41.82	1,726,598	I	Co-Trustee (2)
Common Stock					148,531	D	
Common Stock					3,330	I	By Patheco, Inc.

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

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SEC 1474 (9-02)

number.

**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 (Right to Buy)	\$ 41.51					12/27/2004 <sup>(3)</sup> 12/27/2009	Common Stock	1,346
Stock Option (Right to Buy)	\$ 34.16					05/07/2004 <sup>(3)</sup> 05/07/2009	Common Stock	3,138
Stock Option (Right to Buy)	\$ 35.6					08/06/2004 <sup>(3)</sup> 08/06/2009	Common Stock	394

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY PATRICK C/O MB FINANCIAL, INC 801 WEST MADISON STREET CHICAGO, IL 60607	X			

## Signatures

/s/ Doria L. Koros, Attorney  
in Fact 01/05/2005

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) Reflects sales of 6,000 shares for each of five family trusts (30,000 in the aggregate) at a price of \$41.82. The sales were effected pursuant to Rule 10b5-1 trading plans adopted by the trusts on February 27, 2003 and amended on November 26, 2004.
- (2) Co-trustee or various family trusts.
- (3) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. The option is 100% vested.

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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