

FIRST INTERSTATE BANCSYSTEM INC  
 Form 4  
 September 01, 2015

**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)  
 08/28/2015

\_\_\_\_ 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            |                                      |  |                                |   | 4,972   | I  | By 401(k) Plan  |
| Class A Common Stock            | 08/28/2015                           |  | J <sup>(1)</sup>               | 804 D \$ 0  | 8,636   | D  |   |
| Class A Common Stock            | 08/28/2015                           |  | J <sup>(1)</sup>               | 804 A \$ 0  | 16,996  | I  | By Trust  |
| Class A Common                  | 08/31/2015                           |  | C                              | 1,776 A \$ 0  | 1,776   | I  | By IRA  |

Stock

Class A  
Common 08/31/2015 M 800 A \$ 17 9,436 D  
Stock

Class A  
Common 08/31/2015 S 800 D \$ 26.5125 8,636 D  
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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Class B Common Stock <sup>(3)</sup>        | \$ 0   | 08/31/2015                           |  | C                              | 1,776   | 03/05/2010 12/31/2029 <sup>(3)</sup>                     | Class A Common Stock <sup>(3)</sup>                           | 1,776                      |  |
| Stock Options                              | \$ 17  | 08/31/2015                           |  | M                              | 800   | 01/26/2006 01/26/2016                                    | Class B Common Stock <sup>(4)</sup>                           | 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

09/01/2015

\_\_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) Change in form of beneficial ownership from direct ownership to indirect ownership by trust.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.51 to \$26.53. Reporting Person undertakes to provide to First Interstate BancSystem, Inc., any security holder of First Interstate BancSystem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding number of shares purchased at each separate price within the range set forth in this Form 4.

(3) 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.

(4) 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. 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.