

MidWestOne Financial Group, Inc.
 Form 4
 January 20, 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 *
 Ortale Gary John

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)
 01/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO & Treasurer

IOWA CITY, IA 52244-1700

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/18/2015 | | F | | 68 ⁽¹⁾ | D | |
| Common Stock | | | | | \$ 28.36 | | |
| Common Stock | | | | | 7,224 | D | |
| Common Stock | | | | | 2,222 ⁽²⁾ | I | By ESOP |
| Common Stock | | | | | 10,000 | I | By IRAs |
| Common Stock | | | | | 1,500 | I | By Spousal IRA |

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

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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. Price of Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 16.69 | | | | | <u>(3)</u> 04/01/2018 | Common Stock | 500 | |
| Employee Stock Option (Right to Buy) | \$ 9.34 | | | | | <u>(4)</u> 01/22/2019 | Common Stock | 500 | |
| Employee Stock Option (Right to Buy) | \$ 7.02 | | | | | <u>(5)</u> 07/16/2019 | Common Stock | 4,800 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ortale Gary John 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700 | | | EVP, CFO & Treasurer | |

Signatures

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

01/21/2015

__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) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares from January 18, 2011 award, issued on January 18, 2015.
- (2) Shares held in the MidWestOne Financial Group, Inc. Employee Stock Ownership Plan as of December 31, 2014. Shares increased by 412 shares since the date of the previous form filing due to allocations made to the reporting person's account during year 2014.
- (3) The option vests in four equal annual installments beginning on April 1, 2009.
- (4) The option vests in four equal annual installments beginning on January 22, 2010.
- (5) The option vests in four equal annual installments beginning on July 16, 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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