

HOWARD CHARLES S
Form 5
January 22, 2010

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HOWARD CHARLES S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

102 SOUTH CLINTON STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

IOWA CITY, IA 52240

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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-----------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 12/31/2009 ⁽²⁾ | Â | A | 55 ⁽³⁾ | A | \$ 0 | 95,031 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,301 | I | Self/Custodian Minor Child |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,301 | I | Self/Custodian Minor Child |
| Common Stock | Â | Â | Â | Â | Â | Â | 75,800 | I | By Spouse |

Common Stock \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 45,370 ⁽⁴⁾ I By ESOP

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. F. Der. Sec. (Instr. 3) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | |
| Stock Option | \$ 16.86 | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | <u>(1)</u> | 12/31/2012 | Common Stock | 6,650 |
| Stock Option | \$ 19.75 | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | <u>(1)</u> | 12/31/2013 | Common Stock | 6,982 |
| Stock Option | \$ 21.94 | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | <u>(1)</u> | 12/31/2014 | Common Stock | 6,650 |
| Stock Option | \$ 18.71 | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | \hat{A} | <u>(1)</u> | 12/31/2015 | Common Stock | 2,850 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|-----------|-----------|
| | Director | 10% Owner | Officer | Other |
| HOWARD CHARLES S 102 SOUTH CLINTON STREET IOWA CITY, IA 52240 | \hat{A} X | \hat{A} | \hat{A} | \hat{A} |

Signatures

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

01/22/2010

__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) This report is for the year as accrued on the same dates as cash dividends were paid on the underlying stock.

These RSU shares represent the dividend equivalent that would have been paid on the number of shares of unvested restricted stock units

(3) (RSUs) awarded, plus prior dividend equivalents accruing on such RSUs. All such dividend equivalents credited will be treated as RSUs. As RSUs, these dividend equivalents are subject to vesting, forfeiture and termination in accordance with the terms of the original awards.

(4) Shares held in MidWestOne Financial Group, Inc. Employee Stock Ownership Plan and allocated to reporting person's account as of December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.