

MidWestOne Financial Group, Inc.
 Form 4
 May 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
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)
 102 S. CLINTON STREET, P.O.
 BOX 1700
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2012

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

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 (A) or (D) Price			
Common Stock	05/23/2012		S	100 D \$ 20.22	96,191	D	
Common Stock	05/23/2012		S	3 D \$ 20.44	96,188	D	
Common Stock	05/23/2012		S	800 D \$ 20.42	95,388	D	
Common Stock	05/23/2012		S	595 D \$ 20	94,793	D	
Common Stock	05/23/2012		S	151 D \$ 20.03	94,642	D	

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Common Stock	05/23/2012	S	1,199	D	\$ 20.02	93,443	D	
Common Stock	05/23/2012	S	400	D	\$ 20.01	93,043	D	
Common Stock	05/24/2012	S	252	D	\$ 19.05	92,791	D	
Common Stock						75,800	I	By Spouse
Common Stock						36,762 ⁽¹⁾	I	By ESOP

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

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SEC 1474
(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 Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.86					<u>(2)</u>	12/31/2012	Common Stock	6,650
Stock Option	\$ 19.75					<u>(2)</u>	12/31/2013	Common Stock	6,982
Stock Option	\$ 21.94					<u>(2)</u>	04/21/2014	Common Stock	6,649
Stock Option	\$ 18.71					<u>(2)</u>	04/21/2014	Common Stock	2,849

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD CHARLES S 102 S. CLINTON STREET P.O. BOX 1700 IOWA CITY, IA 52244-1700	X			

Signatures

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

05/25/2012

__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 ESOP allocation that occurred since the date of the reporting person's last ownership report.
 - (2) Fully 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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