

MidWestOne Financial Group, Inc.

Form 4/A

January 24, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTHOVEN JOHN P

(Last) (First) (Middle)

102 S. CLINTON STREET, P.O.
BOX 1700

(Street)

IOWA CITY, IA 52244-1700

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MidWestOne Financial Group, Inc.
[MOFG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/23/2014

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	(D)	Price		
Common Stock					27,754	D			
Common Stock					300	I	Self/UTMA Custodian Minor Grandchild (1)		
Common Stock					51,205	I	By IRA		
Common	01/18/2014		F(2)	35	D	\$	3,137	I	By Spouse

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Stock					25.58			
Common Stock	01/21/2014	F ⁽³⁾	97	D	\$ 25.63	3,040	I	By Spouse
Common Stock	01/21/2014	M	500	A	\$ 16.69	3,540	I	By Spouse
Common Stock						1,233 ⁽⁴⁾	I	By Spouse's 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. P. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 9.34					01/22/2010	01/22/2019	Common Stock	500	
Stock Option (Right to Buy)	\$ 16.69	01/21/2014		M	500	04/01/2009	04/01/2018	Common Stock	500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTHOVEN JOHN P 102 S. CLINTON STREET P.O. BOX 1700	X			

IOWA CITY, IA 52244-1700

Signatures

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

01/24/2014

__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).
- Registered to self as custodian for minor grandchild under Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (1)
 - (2) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares on January 18, 2014.
 - (3) Restricted Stock Units withheld to pay payroll taxes due upon vesting and issuance of Restricted Stock Units shares on January 21, 2014.
 - (4) Shares held in the MidWestOne Financial Group, Inc. Employee Stock Ownership Plan as of December 31, 2013. Shares increased by 7 shares since the date of the reporting person's last filing due to additional shares allocated to the reporting person's ESOP account.

Remarks:

The purpose of this amended Form 4 is to restore the Indirect custodial holding of 300 shares that was inadvertantly excluded.

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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