

FIRST INTERSTATE BANCSYSTEM INC
 Form 4
 August 04, 2006

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 *
 SUZOR SANDRA A SCOTT

2. Issuer Name and Ticker or Trading Symbol
 FIRST INTERSTATE
 BANCSYSTEM INC [N/A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1639 HILLCREST DR.

08/03/2006

(Street)

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

SHERIDAN, WY 82801

(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 or Disposed of (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| Common Stock | 08/03/2006 | | X | 834 A \$ 42 | 80,300 | I | By Self as Co-Trustee |
| Common Stock | 08/03/2006 | | X | 1,355 A \$ 44 | 81,655 | I | By Self as Co-Trustee |
| Common Stock | 08/03/2006 | | X | 673 A \$ 46 | 82,328 | I | By Self as Co-Trustee |
| Common Stock | 08/03/2006 | | X | 600 A \$ 52.5 | 82,928 | I | By Self as Co-Trustee |
| Common Stock | 08/03/2006 | | X | 552 A \$ 63 | 83,480 | I | By Self as Co-Trustee |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 42 | 08/03/2006 | | X | 834 | 02/19/2002 08/04/2006 ⁽¹⁾ | Common Stock | 834 |
| Stock Options | \$ 44 | 08/03/2006 | | X | 609 | 05/17/2002 08/04/2006 ⁽¹⁾ | Common Stock | 609 |
| Stock Options | \$ 44 | 08/03/2006 | | X | 746 | 07/24/2002 08/04/2006 ⁽¹⁾ | Common Stock | 746 |
| Stock Options | \$ 46 | 08/03/2006 | | X | 673 | 06/02/2003 08/04/2006 ⁽¹⁾ | Common Stock | 673 |
| Stock Options | \$ 52.5 | 08/03/2006 | | X | 600 <u>(2)</u> | 05/27/2004 08/04/2006 ⁽¹⁾ | Common Stock | 600 |
| Stock Options | \$ 63 | 08/03/2006 | | X | 552 <u>(2)</u> | 05/09/2005 08/04/2006 ⁽¹⁾ | Common Stock | 552 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUZOR SANDRA A SCOTT 1639 HILLCREST DR. SHERIDAN, WY 82801 | | X | | |

Signatures

/s/: Terrill R. Moore, Attorney-in-Fact for Reporting
Person

08/03/2006

__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) Per option agreement, options expire 90 days from termination of service. Original expiration date was ten years from date of grant.
 - (2) Vesting of option grant accelerated effective May 5, 2006.

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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