

FIRST INTERSTATE BANCSYSTEM INC  
Form 8-K  
May 31, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (date of earliest event reported): May 24, 2011  
FIRST INTERSTATE BANCSYSTEM, INC.**

(Exact name of registrant as specified in its charter)

**Montana**

**001-34653**

**81-0331430**

(State or other jurisdiction of  
incorporation or organization)

(Commission  
File No.)

(IRS Employer  
Identification No.)

**401 North 31<sup>st</sup> Street, Billings, MT 59101**

(Address of principal executive offices)

**(406) 255-5390**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 24, 2011, First Interstate BancSystem, Inc. (the Registrant ) held an annual meeting of its shareholders. The proposals voted upon at the annual meeting and the voting results for each proposal are as follows:

**Proposal No. 1** To elect as directors the nominees proposed by the board of directors of the Registrant, to three-year terms expiring in 2014, or until their respective successors have been elected and qualified.

| Nominee             | For         | Against | Abstain   | Broker non-votes |
|---------------------|-------------|---------|-----------|------------------|
| Steven J. Corning   | 106,022,508 | 71,923  | 5,674     | 3,220,455        |
| Charles E. Hart     | 105,946,069 | 147,562 | 6,474     | 3,220,455        |
| James W. Haugh      | 105,859,222 | 233,873 | 7,010     | 3,220,455        |
| Charles M. Heyneman | 103,617,847 | 463,588 | 2,018,670 | 3,220,455        |
| Thomas W. Scott     | 105,627,818 | 467,993 | 4,294     | 3,220,455        |
| Michael J. Sullivan | 106,018,881 | 77,120  | 4,104     | 3,220,455        |
| Martin A. White     | 104,026,205 | 76,766  | 1,997,134 | 3,220,455        |

**Proposal No. 2** To ratify the appointment of McGladrey & Pullen, LLP as the Registrant's independent registered public accounting firm for the fiscal year ending December 31, 2011.

| For         | Against | Abstain | Broker non-votes |
|-------------|---------|---------|------------------|
| 109,153,004 | 83,905  | 83,651  | 0                |

**Proposal No. 3** Advisory vote on executive compensation.

| For         | Against | Abstain | Broker non-votes |
|-------------|---------|---------|------------------|
| 105,995,219 | 97,965  | 6,921   | 3,220,455        |

**Proposal No. 4** Advisory vote on the frequency of future advisory votes on executive compensation.

| One Year   | Two Years  | Three Years | Abstain | Broker non-votes |
|------------|------------|-------------|---------|------------------|
| 12,418,717 | 92,975,581 | 674,457     | 31,350  | 3,220,455        |

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 27, 2011

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ LYLE R. KNIGHT

Lyle R. Knight

President and Chief Executive Officer