

SCOTT RANDALL I  
Form 5  
January 31, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<p><b>1. Name and Address of Reporting Person*</b></p> <p>Scott, Randall I.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>First Interstate Bank (no ticker or trading symbol)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <hr/>
<p>1850 Wentworth</p> <hr/> <p><i>(Street)</i></p>	<p><b>4. Statement for Month/Year</b></p> <p>December 2002</p> <hr/>	<p><b>5. If Amendment, Date of Original (Month/Year)</b></p> <p>N/A</p> <hr/>
<p>Billings, MT 59105</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input type="radio"/> Director    <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="radio"/> Officer <i>(give title below)</i></p>	<p><b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b></p> <p><input type="radio"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/></p>

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Other (*specify below*)

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Form filed by More  
than One Reporting  
Person

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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired or Disposed of (A) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
				(A) or Amount (D) Price			
Common Stock	11/25/02	N/A	G	15 D 0.00	29,601	I	By Self as Co-Trustee
Common Stock					2,412	I	By 401(k) Plan
Common Stock					21,951	I	By Spouse
Common Stock(1)					1,119,792	I	By Self as Managing Partner
							of NBar5 Ltd Partnership(2)

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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(A) (D)

