FIRST MERCHANTS CORP

Form 4 January 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A HARDWIC	2. Issuer Name and Ticker or Trading Symbol FIRST MERCHANTS CORP [FRME]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 200 EAST	· / / / / / / / / / / / / / / / / / / /				of Earliest Transaction /Day/Year) /2007				Director 10% Owner X Officer (give title X Other (specify below) below) Executive Vice President / Chief Financial Officer		
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person			
MUNCIE, IN 47305								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	sposed	of (D)	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	12/31/2007			Code V M	Amount 459.96	(D)	Price \$ 0	5,827.96	D		
Common Stock	12/31/2007			D	459.96	D	\$ 21.84	5,368 <u>(5)</u>	D		

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

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units (2) (3) (4)	(1)	12/31/2007		M		459.96	12/31/2007	12/31/2007	Common Stock	459.96

Reporting Owners

Reporting Owner Name / Address	Relationships						
roporomg o maor rumo / rumross	Director	10% Owner	Officer	Other			
HARDWICK MARK K 200 EAST JACKSON STREET			Executive Vice President	Chief Financial			
MUNCIE, IN 47305				Officer			

Signatures

Larry R. Helms (Confirming Statement on File) 01/02/2008

**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) Conversion price of derivative security is 1 for 1.
- (2) Employee Stock Option Right to Buy equals 43,670 shares.
- (3) Reporting person received \$846.33 from accumulated dividends on year 2005 deferred stock units.
- (4) Shares owned by spouse (IRA account): 401
- (5) Additional common stock beneficially owned by reporting person in 401K account on 12/31/07 equals 2,279.268

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2