## Edgar Filing: FIRST MERCHANTS CORP - Form 4/A

FIRST MER Form 4/A April 28, 200	CHANTS COF	RР									
FORM	1 /								OMB AF	PROVAL	
	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed p ns inue.	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							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST MERCHANTS CORP [FRME]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo			3. Date of (Month/D 04/28/20	-	ansaction			X_ Director10% Owner Officer (give titleOther (specify below)below)			
			endment, Date Original nth/Day/Year) 2008				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
		(7:n)						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of		-	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)		
Common Stock (1)	02/14/2008			Code V S	Amount 300	(D) D	Price \$ 27.56	5,387	D		
Common Stock (1)	02/14/2008			S	88	D	\$ 27.55	5,299	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
CLARK THOMAS B 200 EAST JACKSON STREET MUNCIE, IN 47305	Х							
Signatures								
Larry R. Helms (Confirming Stat on File)	04/28/2008							
**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) Employee Stock Option Right to Buy equals 11,454.

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.