#### BRADSHAW JAMI L Form 4

March 24, 2009

### FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

Estimated average burden hours per

response...

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRADSHAW JAMI L** Issuer Symbol FIRST MERCHANTS CORP [FRME] (Last) (First) (Middle) 3. Date of Earliest Transaction Director

(Check all applicable)

200 EAST JACKSON STREET

(State)

(Month/Day/Year)

10% Owner X\_ Officer (give title \_X\_ Other (specify below) below)

03/20/2009

(Zip)

Senior Vice President / Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

10.64

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

MUNCIE, IN 47305

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3, 4 and 5) Beneficial (Instr. 3) Code Beneficially (D) or Owned (Month/Day/Year) (Instr. 8) Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code Amount (D) Price

Common 03/20/2009 P 240

6,555.14 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transacti 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.14	02/24/2009		A	1,750	02/24/2011	02/24/2019	Common	1,750

Relationships

### **Reporting Owners**

Reporting Owner Name / Address				F		
	Director	10% Owner	Officer	Other		
BRADSHAW JAMI L						
AND EARTH CIZONI OFFICE			C: W: D:-1	Clair C A CCC		

200 EAST JACKSON STREET Senior Vice President Chief Accounting Officer

MUNCIE, IN 47305

# **Signatures**

Larry R. Helms (Confirming Statement 03/24/2009 on File)

> \*\*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) Includes 1,014.501 shares held in 401(k) retirement account, and 3,700 restricted stock awards.

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.

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