## FIRST MID ILLINOIS BANCSHARES INC

Form 5 November 06, 2002

		OMB APPROVAL			
		OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response1.0			
UNITED STATE:	S SECURITIES AND EX Washington, DC 20				
	FORM 5				
ANNUAL STATEM	ENT OF CHANGES IN B	ENEFICIAL OWNERSHIP			
Section 17(a) of the 1	Public Utility Hold	rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940			
_  Check box if no longer may continue. See Instru	_	16. Form 4 or Form 5 obligations			
_  Form 3 Holdings Reported	d				
_  Form 4 Transactions Repo	orted				
1. Name and Address of Repo	orting Person*				
Diepholz	Kenneth	R.			
(Last)	(First)	(Middle)			
1421 Cross Creek					
	(Street)				
Mattoon	IL	61938			
(City)	(State)	(Zip)			
2. Issuer Name and Ticker	or Trading Symbol				
First Mid-Illinois Bancshare:	s, Inc. (FMBH.OB)				
3. I.R.S. Identification No	umber of Reporting	Person, if an entity (Voluntary)			

4. Statement for Month/Year

November, 2002

<sup>5.</sup> If Amendment, Date of Original (Month/Year)

December, 2001							
6. Relationship of Report (Check all applicable		(s) to Issuer			_		
X  Director  _  Officer (give ti	tle below)		10% Owner Other (speci	fy below)			
7. Individual or Joint/G (check applicable line					_		
X  Form filed by On-			rson		_		
Table I Non-	Derivative S		quired, Dispos	ed of,	==		
	2.	2A. Deemed	3. Transaction	4. Securities According to the control of (Instr. 3, 4 and 15)	)) and 5)	d 5)	
1. Title of Security (Instr. 3)	action Date	Execution Date, if any (mm/dd/yy)	(Instr. 8)		(A) or (D)	Price	
Common Stock	11/16/01		J(2)	12,096.00	А		
Common Stock	11/21/01		J(2)	3,384.00	Α		

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

FORM 5 (continued)

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

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2. Conver- sion or Exer- cise		3A. Deemed		Trans-	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. of Title of De Derivative at	Deriv- action ative Date	Trans-	ion Date if any	8)	or Disposed of (D) (Instr. 3,	Expiration Date (Month/Day/Year)			Amount or Number of
		Date			4 and 5)	Date Expira- Exer- tion			
(Instr. 3)	ity	уу)	уу)		(A) (D)	cisable	Date	Title	Shares
Common Stock		11/16/01		J(2)	1,250			Common Stock	3,750
Common Stock	\$24.00	12/18/01		А	1,000	Immed	12/18/11	Common Stock	1,000

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#### Explanation of Responses:

(1) The reporting person filed a Form 5 for December 2001 that mistakenly reported acquisitions in the 2000 and 2001 calendar years of Common Stock

totaling 122.5326 shares with respect to Deferred Compensation that belong to his adult son Kenneth R. Diepholz Jr. This Form 5 as amended excludes all such acquistions of the foregoing shares. This Form 5 as amended applies to all subsequent reports of the reporting person of acquisitions of Common Stock with respect to Defered Compensation, including a Form 4 dated August 2002 and a Form 4 dated November 1, 2002. The foregoing Form 4s are amended to exclude all such acquisitions of Common Stock with respect to Deferred Compensation.

(2) Shares acquired through Company's three-for-two stock split in the form of a stock dividend.

/s/ William S Rowland, Pursuant to a Power
of Attorney filed on November 1, 2002 11/06/02

\*\*Signature of Reporting Person Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.