

FIRST MID ILLINOIS BANCSHARES INC
 Form 4
 December 16, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWLAND WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
FIRST MID ILLINOIS BANCSHARES INC [FMBH.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1 PRAIRIE SUN LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres & Chief Executive Officer

MATTOON, IL 61938

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,564.694	I	By 401K
Common Stock				(A) or (D) Price	16,426.185	I	By IRA
Common Stock				(A) or (D) Price	631.484	D	
Common Stock				(A) or (D) Price	3,933.021	I	By Deferred Comp

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

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(9-02)

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. Transaction 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
Stock Option	\$ 10.45					10/21/1998 ⁽¹⁾ 10/21/2007	Common Stock 9,000
Stock Option	\$ 14.99					10/01/1999 ⁽²⁾ 01/12/2008	Common Stock 4,500
Stock Option	\$ 15.56					01/01/2000 ⁽³⁾ 12/22/2008	Common Stock 4,500
Stock Option	\$ 15.33					01/01/2001 ⁽⁴⁾ 12/13/2009	Common Stock 12,375
Stock Option	\$ 12.56					01/01/2002 ⁽⁵⁾ 12/18/2010	Common Stock 5,625
Stock Option	\$ 16					01/01/2003 ⁽⁶⁾ 12/18/2011	Common Stock 13,500
Stock Option	\$ 18.17					01/01/2004 ⁽⁷⁾ 12/16/2012	Common Stock 12,000
Stock Option	\$ 31					01/01/2005 ⁽⁸⁾ 12/16/2013	Common Stock 12,000
Stock Option	\$ 41	12/14/2004		A	12,000	01/01/2006 ⁽⁹⁾ 12/14/2014	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWLAND WILLIAM S # 1 PRAIRIE SUN LANE MATTOON, IL 61938			Pres & Chief Executive Officer	

Signatures

Michael L. Taylor, pursuant to a Power of Attorney filed on
12/19/2002.

12/16/2004

__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) Options become exercisable in 4 equal annual installments beginning on 10/21/1998.
- (2) Options become exercisable in 4 equal annual installments beginning on 01/01/1999.
- (3) Options become exercisable in 4 equal annual installments beginning on 01/01/2000.
- (4) Options become exercisable in 4 equal annual installments beginning on 01/01/2001.
- (5) Options become exercisable in 4 equal annual installments beginning on 01/01/2002.
- (6) Options become exercisable in 4 equal annual installments beginning on 01/01/2003.
- (7) Options become exercisable in 4 equal annual installments beginning on 01/01/2004.
- (8) Options become exercisable in 4 equal annual installments beginning on 01/01/2005.
- (9) Options become exercisable in 4 equal annual installments beginning on 01/01/2006.
- (10) N/A

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