

FIRST MID ILLINOIS BANCSHARES INC
 Form 4
 May 31, 2005

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)
05/31/2005

____ 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/07/2005		J ⁽¹⁰⁾	V 31.776 A \$ 41	5,460.223	I	By 401K
Common Stock	01/07/2005		J ⁽¹⁰⁾	V 96.15 A \$ 41	16,521.835	I	By IRA
Common Stock					635.18	D	
Common Stock					4,037.626	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)	8. 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					01/01/2006 ⁽⁹⁾ 12/14/2014	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pres & Chief Executive Officer

ROWLAND WILLIAM S
1 PRAIRIE SUN LANE
MATTOON, IL 61938

Signatures

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

05/31/2005

__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) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.

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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