MCAULIFFE THOMAS

Form 4

February 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCAULIFFE THOMAS

(Middle)

(Last) (First)

4187 OLENTANGY BLVD

(Street)

COLUMBUS, OH 43214

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

FIRST MERCHANTS CORP [FRME]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1.Title of

(Month/Day/Year)

Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

3.

(Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

4. Securities

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.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number of 6. Date Exercisable and TransactionDerivative **Expiration Date** Code Securities

(Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL OMB

3235-0287

Number: January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

Issuer

below)

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Transaction(s)

(Instr. 3 and 4)

X_ Director

Applicable Line)

Officer (give title

response... 0.5

> 10% Owner Other (specify

> > 7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units (2) (3) (4)	(1)	02/01/2005		A		335.77		02/01/2007	02/01/2007	Common Stock	335.77

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MCAULIFFE THOMAS 4187 OLENTANGY BLVD COLUMBUS, OH 43214	X						

Signatures

Larry R. Helms (Confirming Statement on File) 02/03/2005

**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) Conversion price of derivative security is 1 for 1.
- (2) Beneficially owned securities: 8,398. Nature of beneficial ownership: Cust. UGMA-Minor sons.
- (3) Employee Stock Options Right to Buy equals 9,200 shares.
- (4) Common stock owned direct equals 58,636 shares.

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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