

FIRST MID ILLINOIS BANCSHARES INC
 Form 4
 December 17, 2008

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 *
 DOWNS KELLY A

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

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

(Last) (First) (Middle)
 2000 MEADOWLAKE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Director, Human Resources

CHARLESTON, IL 61920

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

(City) (State) (Zip)

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 | | 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) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 08/15/2008 | | P | V | 0.17 | A | \$ 25.2 867.558 | I | By 401K |
| Common Stock | 08/29/2008 | | P | V | 0.008 | A | \$ 24.8 867.566 | I | By 401K |
| Common Stock | 09/09/2008 | | P | V | 0.385 | A | \$ 24.8 867.951 | I | By 401K |
| Common Stock | 09/19/2008 | | P | V | 8.098 | A | \$ 26.33 876.049 | I | By 401K |
| Common Stock | 11/14/2008 | | P | V | 11.105 | A | \$ 24.65 887.154 | I | By 401K |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|----------|---------|---|---------|
| Common Stock | 11/21/2008 | P | V | 8.257 | A | \$ 24.86 | 895.411 | I | By 401K |
| Common Stock | 12/08/2008 | P | V | 0.889 | A | \$ 22.78 | 896.3 | I | By 401K |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 23 | 12/16/2008 | | A | 1,000 | 01/01/2010 ⁽¹⁾ 12/16/2018 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| DOWNS KELLY A 2000 MEADOWLAKE CHARLESTON, IL 61920 | Director 10% Owner Officer VP, Director, Human Resources |

Signatures

Michael L. Taylor, pursuant to a power of attorney filed 05/29/03. 12/17/2008

__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 this date.

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(2) 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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