

FIRST MID ILLINOIS BANCSHARES INC

Form 4

September 22, 2008

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
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

OMB APPROVAL

OMB
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(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.OB]**

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)
02/12/2008

____ 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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2008		P	V	29.041	A	\$ 25.2	779.229	I	By 401K
Common Stock	02/22/2008		P	V	32.991	A	\$ 24.2	812.22	I	By 401K
Common Stock	02/29/2008		P	V	0.177	A	\$ 25	812.397	I	By 401K
Common Stock	03/12/2008		P	V	0.207	A	\$ 25.1	812.604	I	By 401K
Common Stock	03/24/2008		P	V	12.422	A	\$ 25.3	825.026	I	By 401K

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Common Stock	05/09/2008	P	V	1.719	A	\$ 26.06	826.745	I	By 401K
Common Stock	05/16/2008	P	V	11.596	A	\$ 26.74	838.341	I	By 401K
Common Stock	06/06/2008	P	V	2.098	A	\$ 27.06	840.439	I	By 401K
Common Stock	06/13/2008	P	V	0.438	A	\$ 27.68	840.877	I	By 401K
Common Stock	06/17/2008	J(1)	V	6.192	A	\$ 25.9	847.069	I	By 401K
Common Stock	06/27/2008	P	V	1.136	A	\$ 27.75	848.205	I	By 401K
Common Stock	08/01/2008	P	V	11.257	A	\$ 26.5	859.462	I	By 401K
Common Stock	08/13/2008	P	V	7.926	A	\$ 24.45	867.388	I	By 401K

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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOWNS KELLY A
2000 MEADOWLAKE
CHARLESTON, IL 61920

VP, Director, Human Resources

Signatures

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

09/22/2008

__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) Shares acquired through the company's dividend reinvestment plan with dividends being 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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