

MARTIN JOHN
Form 3
June 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ MARTIN JOHN

(Last) (First) (Middle)

200 EAST JACKSON STREET

(Street)

MUNCIE, IN 47305

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/15/2009

3. Issuer Name and Ticker or Trading Symbol
FIRST MERCHANTS CORP [FRME]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer __X__ Other
(give title below) (specify below)
Senior Vice President / Chief
Credit Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,900

D ^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date Expiration
Exercisable Date

Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Employee stock option right to buy	02/24/2011	02/23/2019	Common Stock	2,000	\$ 11.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOHN 200 EAST JACKSON STREET MUNCIE, IN 47305	Â	Â	Â Senior Vice President	Chief Credit Officer

Signatures

Larry R. Helms (Confirming Statement
on File) 06/22/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

ExhibitÂ 24

ConfirmingÂ Statement

ThisÂ statementÂ confirmsÂ thatÂ theÂ undersigned,Â JohnÂ Martin,Â hasÂ authorizedÂ andÂ designatedÂ LarryÂ R.Â H
Â WilliamsÂ toÂ executeÂ andÂ fileÂ onÂ theÂ undersigned'sÂ behalfÂ allÂ FormsÂ 3,Â 4,Â andÂ 5Â (includingÂ anyÂ
Â undersignedÂ mayÂ beÂ requiredÂ toÂ fileÂ withÂ theÂ U.S.Â SecuritiesÂ andÂ ExchangeÂ CommissionÂ asÂ aÂ resu
Â ownershipÂ ofÂ orÂ transactionÂ inÂ theÂ securitiesÂ ofÂ FirstÂ MerchantsÂ Corporation.Â Â TheÂ authorityÂ ofÂ La
Â R.Â WilliamsÂ underÂ thisÂ statementÂ shallÂ continueÂ untilÂ theÂ undersignedÂ isÂ noÂ longerÂ requiredÂ toÂ file
Â regardÂ toÂ theÂ undersigned'sÂ ownershipÂ ofÂ orÂ transactionsÂ inÂ securitiesÂ ofÂ FirstÂ MerchantsÂ Corporation
Â revokedÂ inÂ writing.Â Â TheÂ undersignedÂ acknowledgesÂ LarryÂ R.Â HelmsÂ and/orÂ JamesÂ R.Â WilliamsÂ isÂ
Â undersigned'sÂ responsibilitiesÂ toÂ complyÂ withÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934.

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.