FIRST MID ILLINOIS BANCSHARES INC
Form 5
November 06, 2002

OMB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|_| Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|_| Form 3 Holdings Reported

|_| Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Diepholz	Kenneth	R.
(Last)	(First)	(Middle)

1421 Cross Creek
(Street)

Mattoon	IL	61938
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

First Mid-Illinois Bancshares, Inc. (FMBH.OB)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

November, 2002

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

December, 2001

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

|X| Director |_| 10% Owner
|_| Officer (give title below) |_| Other (specify below)

7. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans-action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Common Stock	11/16/01		J(2)	12,096.00	A	
Common Stock	11/21/01		J(2)	3,384.00	A	

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

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 (mm/dd/yy)	3A. Deemed Execution Date if any (mm/dd/yy)	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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock		11/16/01		J(2)	1,250				Common Stock	3,750
Common Stock	$24.00	12/18/01		A	1,000		Immed	12/18/11	Common Stock	1,000

Explanation of Responses:
(1) The reporting person filed a Form 5 for December 2001 that mistakenly reported acquisitions in the 2000 and 2001 calendar years of Common Stock

totaling 122.5326 shares with respect to Deferred Compensation that belong to his adult son Kenneth R. Diepholz Jr. This Form 5 as amended excludes all such acquistions of the foregoing shares. This Form 5 as amended applies to all subsequent reports of the reporting person of acquisitions of Common Stock with respect to Defered Compensation, including a Form 4 dated August 2002 and a Form 4 dated November 1, 2002. The foregoing Form 4s are amended to exclude all such acquisitions of Common Stock with respect to Deferred Compensation.

(2) Shares acquired through Company's three-for-two stock split in the form of a stock dividend.

/s/ William S Rowland, Pursuant to a Power of Attorney filed on November 1, 2002 — 11/06/02

**Signature of Reporting Person — Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.