

FIRST MID ILLINOIS BANCSHARES INC
 Form 5
 January 12, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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. 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Director of Human Resource

1 HANCE DRIVE
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

CHARLESTON, IL 61920

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| Common Stock | 01/30/2004 | Â | J ⁽⁴⁾ | 1.991 | A | \$ 46.55 | 233.409 | I | By 401K |
| Common Stock | 03/09/2004 | Â | P | 10.158 | A | \$ 47.09 | 243.567 | I | By 401K |
| Common Stock | 05/20/2004 | Â | P | 3.675 | A | \$ 48.44 | 247.242 | I | By 401K |
| Common Stock | 05/25/2004 | Â | S | 97.167 | D | \$ 49 | 150.075 | I | By 401K |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|----------|------------------------|---|---------|
| Common Stock | 06/25/2004 | Â | J ⁽⁴⁾ | 0.984 | A | \$ 48.75 | 151.059 | I | By 401K |
| Common Stock | 08/23/2004 | Â | P | 6.704 | A | \$ 32.97 | 233.292 ⁽⁵⁾ | I | By 401K |
| Common Stock | 11/19/2004 | Â | P | 4.377 | A | \$ 36.95 | 237.669 ⁽⁵⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| Stock Options | \$ 18.17 | Â | Â | Â | Â (A) (D) | Date Exercisable: 01/01/2004 ⁽¹⁾ Expiration Date: 12/16/2012 | Common Stock 1,500 |
| Stock Options | \$ 31 | Â | Â | Â | Â (A) (D) | Date Exercisable: 01/01/2005 ⁽²⁾ Expiration Date: 12/16/2013 | Common Stock 2,250 |
| Stock Options | \$ 41 | Â | Â | Â | Â (A) (D) | Date Exercisable: 01/01/2006 ⁽³⁾ Expiration Date: 12/14/2014 | Common Stock 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| DOWNS KELLY A 1 HANCE DRIVE CHARLESTON, IL 61920 | Â | Â | Â | VP, Director of Human Resource |

Signatures

Michael L. Taylor, pursuant to a Power of Attorney filed on 05/29/2003.

01/12/2005

**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) Options become exercisable in 4 equal annual installments beginning on 1/1/2004.
- (2) Options become exercisable in 4 equal annual installments beginning on 1/1/2005.
- (3) Options become exercisable in 4 equal annual installments beginning on 1/1/2006.
- (4) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.
- (5) Shares balance has been adjusted to reflect a 3 for 2 stock split that occurred on July 16, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.