#### **CLARK THOMAS B**

Form 4 July 02, 2009

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**CLARK THOMAS B** 

(First)

(Last)

(Middle)

2. Transaction Date 2A. Deemed

200 EAST JACKSON STREET

(Street)

MUNCIE, IN 47305

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

FIRST MERCHANTS CORP [FRME]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities

Execution Date, if Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

Beneficially

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security Conversion (Instr. 3) or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and

(Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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	Price of Derivative Security	rivative (A) or							
				Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Deferred Stock Units	<u>(2)</u>	06/30/2009		A	700.5	(2)	(2)	Common	70
Non-Employee Director Stock Option (Right to Buy) (1)	\$ 8.58	07/01/2009		A	1,500	01/01/2010	06/30/2019	Common	1,5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
CLARK THOMAS B 200 EAST JACKSON STREET MUNCIE, IN 47305	X					

## **Signatures**

Larry R. Helms (Confirming Statement on File) 07/02/2009

\*\*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) Non-Derivative Securities Beneficially owned Direct: 8,456
- (2) Conversion price of derivative security is 1 for 1. The deferred stock units become payable in common stock at the election of the reporting person on January 1, 2012.

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.

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