

FIRST MERCHANTS CORP
 Form 3
 May 16, 2014

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 * FLUHLER STEPHAN (Last) (First) (Middle) 200 E JACKSON STREET (Street) MUNCIE, IN 47305 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/12/2014 | 3. Issuer Name and Ticker or Trading Symbol FIRST MERCHANTS CORP [FRME] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Chief Information Officer / Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 2,582.365 | I | 401(k) Plan |
| Common Stock | 9,215.949 ⁽¹⁾ | 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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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Phantom Stock | Â (2) | Â (2) | Common Stock | 700 | \$ (2) | D | Â |
| Employee Stock Option (right to buy) | 02/11/2013 | 02/11/2021 | Common Stock | 500 | \$ 9.2 | D | Â |
| Employee Stock Option (right to buy) | 07/01/2006 | 07/01/2014 | Common Stock | 2,500 | \$ 25.595 | D | Â |
| Employee Stock Option (right to buy) | 09/01/2007 | 09/01/2015 | Common Stock | 3,200 | \$ 26.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| FLUHLER STEPHAN 200 E JACKSON STREET MUNCIE, IN 47305 | Â | Â | Â Chief Information Officer | Senior Vice President |

Signatures

Amanda C. Williams (Confirming Statement on File) 05/16/2014

**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).
- (1) Includes Restricted Stock Awards totaling 4,204.882 shares
- (2) Each share of phantom stock is the economic equivalent of one share of FRME common stock. The shares of phantom stock will be settled in cash or shares of FRME common stock, at the reporting person's election, upon separation from First Merchants.

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Remarks:

Exhibit 24; Confirming Statement

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.