

LUMPKIN RICHARD ANTHONY
 Form 4
 February 24, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 LUMPKIN RICHARD ANTHONY

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. Date of Earliest Transaction (Month/Day/Year)
 02/23/2006

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

121 SOUTH 17TH STREET

(Street)

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

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

MATTOON, IL 61938

(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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/23/2006 | | M | | 1,125 | A | \$ 10.45 |
| Common Stock | 02/23/2006 | | M | | 1,125 | A | \$ 14.99 |
| Common Stock | 02/23/2006 | | M | | 1,125 | A | \$ 15.55 |
| Common Stock | 02/23/2006 | | M | | 1,125 | A | \$ 15.33 |
| Common Stock | 02/23/2006 | | M | | 1,125 | A | \$ 12.55 |

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| | | | | | | | | |
|--------------|------------|------------------|-----------|---|----------|------------|---|---|
| Common Stock | 02/23/2006 | M | 1,500 | A | \$ 16 | 187,691 | D | |
| Common Stock | 02/23/2006 | M | 1,500 | A | \$ 18.17 | 189,191 | D | |
| Common Stock | 02/23/2006 | M | 2,250 | A | \$ 31 | 191,441 | D | |
| Common Stock | | | | | | 66,989 | I | By SKL Investment Group, R.A. Lumpkin voting member |
| Common Stock | | | | | | 37,746 | I | By Trust |
| Common Stock | 01/09/2006 | J ⁽¹⁾ | V 207.156 | A | \$ 41 | 32,874.022 | I | By Deferred Comp |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 10.45 | 02/23/2006 | | M | 1,125 | 10/21/1997 10/21/2007 | Common Stock | 0 |
| Stock Option | \$ 14.99 | 02/23/2006 | | M | 1,125 | 12/15/1997 01/12/2008 | Common Stock | 0 |
| Stock Option | \$ 15.55 | 02/23/2006 | | M | 1,125 | 12/15/1998 12/22/2008 | Common Stock | 0 |

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| | | | | | | | | |
|--------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option | \$ 15.33 | 02/23/2006 | M | 1,125 | 12/13/1999 | 12/13/2009 | Common Stock | 0 |
| Stock Option | \$ 12.55 | 02/23/2006 | M | 1,125 | 12/18/2000 | 12/18/2010 | Common Stock | 0 |
| Stock Option | \$ 16 | 02/23/2006 | M | 1,500 | 12/18/2001 | 12/18/2011 | Common Stock | 0 |
| Stock Option | \$ 18.17 | 02/23/2006 | M | 1,500 | 12/16/2002 | 12/16/2012 | Common Stock | 0 |
| Stock Option | \$ 31 | 02/23/2006 | M | 2,250 | 12/16/2003 | 12/16/2013 | Common Stock | 0 |
| Stock Option | \$ 41 | | | | 12/14/2004 | 12/14/2014 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUMPKIN RICHARD ANTHONY 121 SOUTH 17TH STREET MATTOON, IL 61938 | | X | | |

Signatures

Michael L. Taylor, pursuant to a power of attorney filed 12/19/2002 02/24/2006

**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) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.

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.