HARDWICK MARK K

Form 4

August 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

3235-0287 Number: January 31,

2005 Estimated average

Expires:

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10% Owner

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HARDWICK MARK K

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

FIRST MERCHANTS CORP

[FRME]

(Month/Day/Year) 08/25/2009

3. Date of Earliest Transaction

Officer 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

X__ Officer (give title __X__ Other (specify

Executive Vice President / Chief Financial

below)

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

(Street)

200 EAST JACKSON STREET

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

MUNCIE, IN 47304

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price

Code Common 08/25/2009 1,764 Stock (2) (3)

(Middle)

(Zip)

17,724.4655 7.07

D

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)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative
Security	or Exercise		any	Code	of	of (Month/Day/Year)		Underlying	g Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Derivative			Securities	(Instr. 5)
	Derivative				Securities			(Instr. 3 an	d 4)
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					,				
								Amo	ount
						Date	Expiration	or	
						Exercisable Date		Title Number	nber
								of	
				Code '	V (A) (D)			Shai	res

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

HARDWICK MARK K
200 EAST JACKSON STREET
MUNCIE, IN 47304

Executive Vice President
Officer

Signatures

Larry R. Helms (Confirming Statement on File) 08/27/2009

**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) Includes 8,300 restricted stock awards and 5,565.4655 shares in reporting person's 401(K) account.
- (2) Non-Derivative Securities Owned Indirect: 401. Nature of Indirect Ownership: Spouse I.R.A.
- (3) Employee Stock Option Right to Buy equals 56,658 shares.

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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