

Edgar Filing: FIRST MERCHANTS CORP - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 8) |
|------------------|------------------------------------|------------------|------------|--|------------|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|------------|
| Phantom Stock | (1) | 12/16/2016 | A | 37.644 | (1) | (1) | | | | | | Common Stock | 37.644 | \$ 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| HARDWICK MARK K 200 E JACKSON STREET MUNCIE, IN 47305 | | | CFO & COO | Executive Vice President |

Signatures

Jennifer Mainord (Confirming Statement on File) 12/20/2016

__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) 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.

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.