

FIRST MERCHANTS CORP  
Form 3  
January 30, 2008

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Stewart Michael J		(Month/Day/Year)	FIRST MERCHANTS CORP [FRME]	
(Last)	(First)	(Middle)	01/29/2008	
200 EAST JACKSON STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MUNCIE, IN 47305			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive Vice President / Chief Banking Officer	

**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	3,750	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Employee stock option right to buy	01/29/2010	01/29/2018	Common Stock	6,000	\$ 24.55	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stewart Michael J 200 EAST JACKSON STREET MUNCIE, IN 47305	Â	Â	Â Executive Vice President	Chief Banking Officer

## Signatures

Larry R. Helms (Confirming Statement on File) 01/30/2008

\*\*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).

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**Remarks:**  
 ExhibitÂ 24

### ConfirmingÂ Statement

ThisÂ statementÂ confirmsÂ thatÂ theÂ undersigned,Â MichaelÂ J.Â Stewart,Â hasÂ authorizedÂ and designatedÂ LarryÂ R.Â HelmsÂ toÂ executeÂ andÂ fileÂ onÂ theÂ undersigned'sÂ behalfÂ all FormsÂ 3,Â 4,Â andÂ 5Â (includingÂ anyÂ amendmentsÂ thereto)Â thatÂ theÂ undersignedÂ mayÂ be requiredÂ toÂ fileÂ withÂ theÂ U.S.Â SecuritiesÂ andÂ ExchangeÂ CommissionÂ asÂ aÂ resultÂ ofÂ of theÂ undersigned'sÂ ownershipÂ ofÂ orÂ transactionsÂ inÂ theÂ securitiesÂ ofÂ FirstÂ Merchants Corporation.Â TheÂ authorityÂ ofÂ LarryÂ R.Â HelmsÂ underÂ thisÂ statementÂ shallÂ continue untilÂ theÂ undersignedÂ isÂ noÂ longerÂ requiredÂ toÂ fileÂ FormsÂ 3,Â 4,Â andÂ 5Â withÂ regard toÂ theÂ undersigned'sÂ ownershipÂ ofÂ orÂ transactionsÂ inÂ securitiesÂ ofÂ FirstÂ Merchants Corporation,Â unlessÂ earlierÂ revokedÂ inÂ writing.Â TheÂ undersignedÂ acknowledges LarryÂ R.Â HelmsÂ isÂ notÂ assumingÂ anyÂ ofÂ theÂ undersigned'sÂ responsibilitiesÂ toÂ comply withÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934.

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.