

MARTIN JOHN  
Form 3  
June 22, 2009

**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                                    |  |
| MARTIN JOHN                               |         | (Month/Day/Year)                     | FIRST MERCHANTS CORP [FRME]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/15/2009  |  |
| 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 <input type="checkbox"/> 10% Owner                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Senior Vice President / Chief Credit Officer  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 2,900  | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(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<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

|                                    |            |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|------------------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Employee stock option right to buy | 02/24/2011 | 02/23/2019 | Common Stock | 2,000  | \$ 11.14 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                         |                      |
|--|---------------|-----------|-------------------------|----------------------|
|  | Director      | 10% Owner | Officer                 | Other                |
| MARTIN JOHN<br>200 EAST JACKSON STREET<br>MUNCIE, IN 47305 | Â             | Â         | Â Senior Vice President | Chief Credit Officer |

## Signatures

Larry R. Helms (Confirming Statement on File) 06/22/2009

\*\*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).

Â  
**Remarks:**  
 ExhibitÂ 24

### ConfirmingÂ Statement

ThisÂ statementÂ confirmsÂ thatÂ theÂ undersigned,Â JohnÂ Martin,Â hasÂ authorizedÂ andÂ designatedÂ LarryÂ R.Â WilliamsÂ toÂ executeÂ andÂ fileÂ onÂ theÂ undersigned'sÂ behalfÂ allÂ FormsÂ 3,Â 4,Â andÂ 5Â (includingÂ anyÂ amendments)Â thatÂ theÂ undersignedÂ mayÂ beÂ requiredÂ toÂ fileÂ withÂ theÂ U.S.Â SecuritiesÂ andÂ ExchangeÂ CommissionÂ asÂ aÂ resultÂ ofÂ theÂ ownershipÂ ofÂ orÂ transactionÂ inÂ theÂ securitiesÂ ofÂ FirstÂ MerchantsÂ Corporation.Â TheÂ authorityÂ ofÂ LarryÂ R.Â WilliamsÂ underÂ thisÂ statementÂ shallÂ continueÂ untilÂ theÂ undersignedÂ isÂ noÂ longerÂ requiredÂ toÂ fileÂ orÂ reportÂ toÂ theÂ undersigned'sÂ ownershipÂ ofÂ orÂ transactionsÂ inÂ securitiesÂ ofÂ FirstÂ MerchantsÂ CorporationÂ isÂ revokedÂ inÂ writing.Â TheÂ undersignedÂ acknowledgesÂ LarryÂ R.Â HelmsÂ and/orÂ JamesÂ R.Â WilliamsÂ is/areÂ the/theirÂ undersigned'sÂ responsibilitiesÂ toÂ complyÂ 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.