U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1.	Name and Address of Reporting F	Person*							
	Worthen	John	Е						
		(First)	(Middle)						
	1009 North Meadow Lane								
		(Street)							
	Muncie	IN	47304						
		(State)	(Zip)						
2.	Issuer Name and Ticker or Tradi	ing Symbol			_				
Fi	rst Merchants Corporation - FRME								
3.	IRS Identification Number of Re	eporting Person	, if an Entity	(Voluntary)					
##;	#-##-####								
4.	Statement for Month/Year								
Sej	ptember/2001								
5.	If Amendment, Date of Original	(Month/Year)							
6.	Relationship of Reporting Perso (Check all applicable)								
	<pre>[x] Director [_] Officer (give title below)</pre>	[_] [_]	10% Owner Other (speci	fy below)					
7.	Individual or Joint/Group Filir		cable line)						
	<pre>[X] Form filed by one Reportin [_] Form filed by more than or</pre>	ng Person ne Reporting Per							
==:	Table I Non-Derivative	e Securities Ac							
==:	or Bene	eficially Owned			==				
				4. Securities Acc Disposed of (I (Instr. 3, 4 a) and 5)		5. Amount of Securities Beneficially	6. Owner- ship Form: Direct	7. Nature of
1. Title of Security (Instr. 3)		2. Transaction Date (mm/dd/yy)	Code (Instr. 8) Code V	Amount	(A) or (D)	Price	- Owned at End of Month (Instr. 3 and 4)	(I)	Indirect Beneficial Ownership (Instr. 4)
Cor	mmon	09/10/01	S	500	D	24.00	1,311	D	
==:									
*	If the Form is filed by more the 4(b)(v).	nan one Report:	ing Person,	see Instructio	on				
Rei	minder: Report on a separate line owned directly or indirect		of securities	beneficially					

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver- sion or Exer- cise Price of Deriv-	3. Trans- action Date	4. Trans- action Code (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or		8. Price of Deriv- ative Secur-	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct	11. Nature of In- direct Bene- ficial Owner-
Derivative Security	ative Secur-	(Month/ Day/	8)		·	Date Exer-	tion		Number of	ity (Instr.		(I) (Instr.	ship (Instr.
(Instr. 3)	ity 	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares	5)	4)	4)	4)
Non-Employee Director Stock Option (Right to													
Buy)											7,875	D	
		=========							========	=========			=======
Explanation of Res													

Merchants Corporation declared a stock dividend payable to all holders of record of common stock on September 3, 2001 of one share of common stock for each 20 shares of common stock outstanding to be distributed on September 24, 2001. Fractional shares were distributed in cash. Pursuant to anti-dilution provisions of First Merchants Corporation's various stock option plans, options previously reported were also adjusted to reflect the stock dividend.

/s/ Larry R. Helms

October 9, 2001 Date

**Signature of Reporting Person John E. Worthen (Confirming Statement on File)

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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