FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

| | Check this box if no longer subject to Section 16. Form 4 |
|---|---|
| u | or Form 5 obligations may continue. See Instruction 1(h) |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | or Secti | on 30(n) of the | investment | Compar | ly Act of 1940 | , | | | | | | | | | |
|--|---|---|--|--|---|---|--|--|--|---|-----------------------------|---|--|---|---|--|---|--|--|
| Name and Address of Reporting Person* Stewart Michael J | | | | 2. Issuer Name and Ticker or Trading Symbol FIRST MERCHANTS CORP [FRME] | | | | | | | | (Check a | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | |
| (Last) (First) (Middle) 200 E JACKSON STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2015 | | | | | | | | X Officer (give title below) X Other (specify below) Chief Banking Officer / Executive Vice President | | | | | | |
| | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individ | 3(111) | | | | | | | |
| | | Т | able I - | Non-Deri | vative Se | curities A | cquired, I | Dispos | sed of, or | Benef | ficially Ow | ned | | | | | | | |
| 1. Title of Security (Instr. 3) | | | | Date | Exec | ution Date, | | | | rities Acquired (A) or Disposed Of (D | | | Beneficially Owned Followin | | | | 7. Nature of Indirect Beneficial Ownership (Instr. | | |
| | | | | (months buy | (Mon | th/Day/Year) | Code \ | <u> </u> | Amount | | (A) or (D) | Price | (Instr. 3 and 4) | .(5) | 4) | | | | |
| | | | | 02/26/2 | 015 | | A | | 8,000 | | Α | \$ <mark>0</mark> | 38,638.374 | (1) | 1) D | | | | |
| | | | | | | | | | | | | | 3,017.252 | 7.252 I 401(I | | | | | |
| | | | Table I | | | | | | | | | d | | | | | | | |
| Conversion or Exercise Price of Derivative Security (Month/Day/Pear) | | (Instr. 8) | ction Code | Securities A Disposed of and 5) | curities Acquired (A) or posed of (D) (Instr. 3, 4 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration | | Derivative Security (Instr. 3 and | | Amount or | Derivative Security (Instr. 5) | | g d d dion(s) | orm: Direct D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | z. Conversion or Exercise Price of Derivative | 2. (Zig. State) 3. Transaction Conversions One Price of Poerry after (Month/Day/Year) | z. (Middle) 2. (Zip) T 2. (Zip) T 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | Table I - I 2. Conversion Conversion Date Off Exercise of Exercise Price of Derivative Price of Derivative August 2. (Instr. 8) (Month/Day/Year) (Month/Day/Year) | Sample First First | Person' 2. Issuer Name and Tit FIRST MERCE 3. Date of Earliest Tran 02/26/2015 4. If Amendment, Date (Zip) Table I - Non-Derivative Set (Month/Day/Year) Table II - Derivative Security Security Table II - Derivative Security Security (Month/Day/Year) At Transaction Date (e.g., puts, calls fam) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | Person' 2. 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Individual or Joint/Group Filing (Check Applicab X Form filed by One Reporting Person Form filed by More than One Report Form filed by More than One Report Code (Month/Day/Year) 7. Transaction Date (Poly Nord Following Reported Transaction(s) (Instr. 3 and 4) 8. A and 5) 8. Amount of Securities Peneficially Owned Code (Poly Duts, Calls, warrants, options, convertible Securities) Security Security Security Security Securities Acquired (A) or Disposed of, or Beneficially Owned Conversion Conversion Code (Poly Duts, Calls, warrants, options, convertible Securities) Securities Security (Instr. 3 and 4) 8. A mean of Securities Underlying Security (Instr. 3 and 4) Securities Security (Instr. 3 and 4) Transaction(s) | 2. Issuer Name and Ticker or Trading Symbol FIRST MERCHANTS CORP FRME S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Chief Banking Officer Executive Vice Pres Chief | | |

Explanation of Responses:

1. Includes Restricted Stock Awards totaling 23,489.750 shares.

Remarks:

<u>Jennifer Mainord (Confirming Statement on File)</u>

03/02/2015

** Signature of Reporting Person

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

* 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).

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

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 Number.

CONFIRMING STATEMENT

This statement confirms that the undersigned, Michael J. Stewart, has authorized and designated, Jennifer Mainord, Amanda C. Williams or Rhonda Bost, to execute

__/s/ Michael J. Stewart____ Michael J. Stewart

Date: February 13, 2014