

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended December 31, 1998 Commission file number 0-17071

FIRST MERCHANTS CORPORATION
(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

35-1544218
(I.R.S. Employer
Identification No.)

200 East Jackson
Muncie, Indiana
(Address of principal executive offices)

47305-2814
(Zip Code)

Registrant's telephone number, including area code: (765) 747-1500

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.125 stated value per share
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value (not necessarily a reliable indication of the price at which more than a limited number of shares would trade) of the voting stock held by non-affiliates of the registrant was \$231,676,424 as of March 5, 1999.

As of March 5, 1999 there were outstanding 10,072,888 common shares, without par value, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Documents	Part of Form 10-K Into Which Incorporated
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1998 Annual Report to Stockholders Definitive Proxy Statement for Annual Meeting of Shareholders to be held April 14, 1999	Part II (Items 5, 6, 7, 7A, and 8) Part III (Items 10 through 13)

Exhibit Index: Page 26

FIRST MERCHANTS CORPORATION
200 EAST JACKSON
MUNCIE, INDIANA 47305-2814

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the year ended December 31, 1998:

Exhibits:

- 23 Consent of independent certified public accountants
- 99 Annual report on Form 11-K for First Merchants Corporation Employee Stock Purchase Plan (1994) and report of Plan's independent public accountants with respect to the financial statements

The above amendments are being filed to include the information required by Form 11-K.

FIRST MERCHANTS CORPORATION
(Registrant)

By /s/ James L. Thrash

 James L. Thrash
 Senior Vice President and
 Chief Financial Officer

Date: October 27, 1999

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in a Registration Statement on Form S-8 (File Number 33-28900) of our report dated September 10, 1999, on the audit of the financial statements of First Merchants Corporation Employee Stock Purchase Plan (1994) for the year ended June 30, 1999 included in exhibit 99.

/s/ Olive LLP

Indianapolis, Indiana
October 27, 1999

EXHIBIT 99

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 1999

FIRST MERCHANTS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN (1994)
(Full title of the plan)

FIRST MERCHANTS CORPORATION
(Name of issuer of the securities held pursuant to the plan)

200 East Jackson Street
Muncie, Indiana 47305
(Address of principal executive office)

INDEPENDENT AUDITOR'S REPORT

Compensation Committee of the
Board of Directors
First Merchants Corporation
Muncie, Indiana

We have audited the accompanying statement of financial condition of First Merchants Corporation Employee Stock Purchase Plan (1994) as of June 30, 1999 and 1998, and the related statement of income and changes in Plan equity for each of the three years in the period ended June 30, 1999. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First Merchants Corporation Employee Stock Purchase Plan (1994) as of June 30, 1999 and 1998, and the results of its operations for each of the three years in the period ended June 30, 1999, in conformity with generally accepted accounting principles.

/s/ Olive LLP

Indianapolis, Indiana
September 10, 1999

FIRST MERCHANTS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN (1994)
Statement of Financial Condition

June 30	1999	1998

Assets		
Investments--interest-bearing deposits	\$431,575	\$389,613
	=====	=====
Plan Equity	\$431,575	\$389,613
	=====	=====

See notes to financial statements.

FIRST MERCHANTS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN (1994)
Statement of Income and Changes in Plan Equity

Year Ended June 30	1999	1998	1997
Investment income--interest	\$ 9,074	\$ 6,864	\$ 5,368
Contributions from participants	449,852	405,045	303,943
	-----	-----	-----
	458,926	411,909	309,311
	-----	-----	-----
Withdrawals and terminations paid in cash	32,578	24,626	17,777
Purchase and distribution of stock	384,386	290,913	297,746
	-----	-----	-----
	416,964	315,539	315,523
	-----	-----	-----
Income (loss) and changes in Plan equity for the year	41,962	96,370	(6,212)
Plan equity at beginning of year	389,613	293,243	299,455
	-----	-----	-----
Plan equity at end of year	\$431,575	\$389,613	\$ 293,243
	=====	=====	=====

See notes to financial statements.

FIRST MERCHANTS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN (1994)
Notes to Financial Statements

NOTE 1 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization--The Plan was originally adopted by the Board of Directors of First Merchants Corporation (the "Corporation") in February 1989, and commenced operations in July 1989. Effective July 1, 1994, the Plan was amended by the adoption of the 1994 Employee Stock Purchase Plan ("1994 Plan"). The 1994 Plan was adopted by the Board of Directors of the Corporation in December 1993 and approved by Corporation stockholders in March 1994. A total of 253,125 shares of the Corporation's common stock are to be reserved for issuance pursuant to the 1994 Plan. The purpose of the Plan is to provide eligible employees of the Corporation and participating subsidiaries the opportunity to purchase Corporation common stock through annual offerings financed by payroll deductions.

Investments, consisting of interest-bearing deposit accounts at a subsidiary of the Corporation, are carried at current value.

NOTE 2 -- GENERAL INFORMATION

The Plan provides for the purchase of up to 253,125 shares of the Corporation's common stock by eligible employees through a maximum of five offerings of twelve month durations. Prior to each offering period, eligible employees elect to have up to 20 percent of their compensation deducted from their pay and accumulated with interest until the end of that offering period, but not to exceed \$25,000 per offering period.

At the end of each offering period, the balance of each participant's payroll deduction account is applied to the purchase of the largest number of full shares of the Corporation's common stock possible. The price at which the shares are deemed to have been purchased is determined by the Compensation Committee of the Corporation and is equal to 85 percent of the lesser of the fair market value of the Corporation's common stock at the beginning or at the end of that offering period. Shares to be purchased under the Plan may be obtained by the Corporation from its authorized but previously unissued shares, from open market transactions or from private sources.

In July 1999 and 1998, the Corporation issued 20,870 and 21,706 shares of its common stock for the offering period ended June 30, 1999 and 1998, at \$20.24 and \$30.44 per share.

At June 30, 1999, the Plan had 250 participants.

NOTE 3 -- INCOME TAX STATUS

The Plan is not and will not be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Code. Consequently, the difference between the purchase price and the fair market value of the stock purchased under the Plan is not includable in the participant's gross income for federal income tax purposes, unless a disqualifying distribution occurs.

NOTE 4 -- PLAN AMENDMENT

Effective July 1, 1999, the Plan was amended by the adoption of the 1999 Employee Stock Purchase Plan ("1999 Plan"). The 1999 Plan was adopted by the Board of Directors of the Corporation in February 1999 and approved by Corporation stockholders in April 1999. A total of 250,000 shares of the Corporation's common stock are to be reserved for issuance pursuant to the 1999 Plan. The terms of this plan are similar to the 1994 Employee Stock Purchase Plan.