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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**DATE OF REPORT (Date of earliest event reported): May 3, 2011**

**Commission File Number 0-17071**

**FIRST MERCHANTS CORPORATION**

(Exact name of registrant as specified in its charter)

INDIANA 35-1544218  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

**200 East Jackson Street**  
**P.O. Box 792**  
**Muncie, IN 47305-2814**  
(Address of principal executive offices, including zip code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Two Directors of First Merchants Corporation (the "Company"), Thomas B. Clark and Barry J. Hudson, retired as of the 2011 annual meeting of the shareholders held on May 3, 2011.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 3, 2011, the Company held its annual meeting of the shareholders at the Horizon Convention Center, 401 South High Street, Muncie, Indiana.

Roderick English, Jo Ann M. Gora, Gary J. Lehman and Jean L. Wojtowicz were elected to the Board of Directors for three-year terms expiring at the 2014 annual meeting of shareholders. Marvin G. Pember was elected to the Board of Directors for a one-year term expiring at the 2012 annual meeting of shareholders. The shareholders also adopted a non-binding resolution approving the compensation of the Company's executive officers and ratified the Board of Directors' appointment of BKD, LLP as the Company's independent registered public accounting firm for 2011. The votes on these matters were as follows:

1. Election of Directors:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Roderick English	10,267,387	4,501,567	4,380,694
Jo Ann M. Gora	8,839,014	5,929,940	4,380,694
Gary J. Lehman	14,098,094	670,860	4,380,694
Marvin G. Pember	14,069,453	699,501	4,380,694
Jean L. Wojtowicz	10,403,728	4,365,226	4,380,694

2. Approval of the Non-Binding Resolution to Approve Compensation of the Company's Executive Officers:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
14,104,784	489,250	174,920	4,380,694

3. Appointment of BKD, LLP as the Company's independent registered public accounting firm for 2011:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
18,716,967	397,669	35,012	0

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: May 6, 2011

FIRST MERCHANTS CORPORATION

By: /s/ Mark K. Hardwick  
Mark K. Hardwick,  
Executive Vice President and

Chief Financial Officer.

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