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 Namo and Address of Dere	rting Porcon*							
(Last) (First) (Middle) 1519 Van Buskirk Road (Street) Anderson IN 46011 (City) (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol First Merchants Corporation - FRME 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) ###-##-#### 4. Statement for Month/Day/Year 99/13/02 5. 5. If Amendment, Date of Original (Month/Year) 6. Relationship of Reporting Person to Issuer (Check all applicable) (2) Director [_] Officer (give title below) [_] 10% Owner [_] Other (specify below) 7. Individual or Joint/Group Filing (Check applicable line) [x] Fors filed by one Reporting Person [_] Form filed by more than one Reporting Person Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Mount of Securities Acquired (A) or Disposed of (0) 1. 2. Transaction (Instr. 3, 4 and 5). Beneficially Origin the market of the final of the market of the final of the market of the final of the market of the final of the market of the final o		-	-						
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Common Stock V 7,211 D							7,211	D	
Common Stock 13,318 I Spouse	Common Stock								
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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).	In the rorm is rifted by i	more than one Report	ING PEISON,	SEE INSTRUCT	ווכ				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Reminder: Report on a separat	e line for each class	of securities	beneficially					

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

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number Deriva Securi Acquir or Dis of(D) (Instr 4 and 	tive ties ed (A) posed . 3, 5)		Lon Date Day/Year) Expira- tion	7. Title and of Under] Securitie (Instr. 3 	Lying es 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
				(A)							4)	4)	4)
Non-Employee Director Stock Option (Right Buy)											4,410	D	
On August 13, 2002, the Board of Directors of First Merchants Corporation declared a stock dividend payable to all holders of record of common stock on August 30, 2002 of one share of common stock for each 20 shares of common stock outstanding to be distributed on September 13, 2002. 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. H	lelms					October 2,							
James F.	ure of Report: Ault ning Statement	ing Persor			-	Dat							
	ional misstater al Violations.	ments or c	missions	of fact	s const	titute Fec	leral						

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.

Page 2