

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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<b>1. Name and Address of Reporting Person*</b> <u>FLUHLER STEPHAN</u> <hr/> (Last) (First) (Middle) <u>200 E JACKSON STREET</u> <hr/> (Street) <u>MUNCIE IN 47305</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement</b> (Month/Day/Year) <u>05/12/2014</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>FIRST MERCHANTS CORP [ FRME ]</u>
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chief Information Officer / Senior Vice President</u>

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Phantom Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>0.0</u>	(1)	<u>D</u>

**Explanation of Responses:**

1. The reporting person's original Form 3 should not have included 700 shares of phantom stock that were reported in error. These shares were never owned by the reporting person.

**Remarks:**

Exhibit 24; Confirming Statement

Jennifer Mainord (Confirming Statement on File) 07/03/2014

\*\* Signature of Reporting Person

Date

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 5 (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, Stephan H. Fluhler, has authorized and designated, Jennifer Mainord, Amanda C. Williams or Rhonda Bost, to execute

    /s/ Stephan H. Fluhler \_\_\_\_\_  
Stephan H. Fluhler

Date: May 14, 2014