

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K  
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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 5, 2010

FIRST MERCHANTS CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA

(State or other jurisdiction of incorporation)

0-17071  
(Commission File Number)

& #160; 35-1544218  
(IRS Employer Identification No.)

200 East Jackson Street  
P.O. Box 792  
Muncie, Indiana  
(Address of principal executive offices)

47305-2814  
(Zip Code)

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

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 5.07.

Submission of Matters to a Vote of Security Holders.

On May 5, 2010, First Merchants Corporation (the "Company") held its annual meeting of the shareholders at the Horizon Convention Center, 401 South High Street, Muncie, Indiana.

Michael C. Rechin, Charles E. Schalliol and Terry L. Walker were elected to the Board of Directors for three-year terms expiring at the 2013 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's appointment of BKD, LLP as the Company's independent registered public accounting firm for 2010. The final voting results 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>
Michael C. Rechin	9,631,269	797,194	4,454,598
Charles E. Schalliol	4,623,801	5,804,662	4,454,598
Terry L. Walker	9,767,937	660,526	4,454,598

ISS/RiskMetrics, a proxy advisory firm, recommended withholding votes for Mr. Schalliol because, under their policies, they conclude he is an "affiliated outside director" by virtue of his being "of counsel" to the law firm of Baker & Daniels, which does legal work for the Company. However, the Company concludes he is an "independent" director under the Rules of both NASDAQ and the SEC.

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>
13,008,583	1,749,960	127,518

3. Appointment of BKD, LLP as the Company's independent registered public accounting firm for 2010:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
14,492,136	345,234	45,691

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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 10, 2010.

FIRST MERCHANTS CORPORATION

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