## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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		n*	2. Issuer Name and Ticker or Trading Symbol <u>FIRST MERCHANTS CORP</u> [FRME]		nship of Reporting Person(s) to Issuer II applicable) Director 10% Owner		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2003		Officer (give title below)	Other (specify below)	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	idual or Joint/Group Filing (	int/Group Filing (Check Applicable		
(Street)				X Form filed by One Reporting Person			
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting	

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock <sup>(2)</sup>	06/26/2003	08/08/1988	<b>J</b> <sup>(1)</sup>		41,827	Α	0	335,500	D	

# 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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Employee Director Stock Option (Right to Buy)	0	08/08/1988	08/08/1988	A		0		08/08/1988	08/08/1988	Derivative Securities	0	<b>\$</b> 0	6,395	D	

Explanation of Responses:

1. Transfer 41,827 shares from Mary M. Johnson Living Trust to reporting person, remainder beneficiary.

2. Common stock beneficially owned: 27002. Nature of Indirect Beneficial Ownership: Spouse

#### Larry R. Helms (Confirming

Statement on File)

06/27/2003

\*\* 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 4 (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.