

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>FLUHLER STEPHAN</u>  (Last) (First) (Middle) <u>200 E JACKSON STREET</u>  (Street) <u>MUNCIE IN 47305</u>  (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>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>
		<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>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)
Common Stock	2,582.365	I	401(k) Plan
Common Stock	9,215.949 <sup>(1)</sup>	D	

**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				
Phantom Stock	(2)	(2)	Common Stock 700	(2)	D	
Employee Stock Option (right to buy)	02/11/2013	02/11/2021	Common Stock 500	9.2	D	
Employee Stock Option (right to buy)	07/01/2006	07/01/2014	Common Stock 2,500	25.595	D	
Employee Stock Option (right to buy)	09/01/2007	09/01/2015	Common Stock 3,200	26.7	D	

**Explanation of Responses:**

1. Includes Restricted Stock Awards totaling 4,204,882 shares

2. Each share of phantom stock is the economic equivalent of one share of FRME common stock. The shares of phantom stock will be settled in cash or shares of FRME common stock, at the reporting person's election, upon separation from First Merchants.

**Remarks:**

Exhibit 24; Confirming Statement

Amanda C. Williams (Confirming Statement on 05/16/2014 File)

\*\* 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