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

1. Title of Security (Instr. 3)		Transaction Date (mm/dd/yy)	(Instr. 8) Code V	Amount	(A) or (D)	Price	of Month (Instr. 3 and 4)	Ìndirect (I)	Beneficial Ownership (Instr. 4)
		2.	3. Transaction Code	4. Securities Ac Disposed of ((Instr. 3, 4	D)	(A) or	5. Amount of Securities Beneficially Owned at End	Owner- ship Form: Direct (D) or	7. Nature of Indirect
====								6.	
		rivative Securities Ac or Beneficially Owned	quired, Dispos		==				
	Form filed by more	than one Reporting Pe	erson						
7.	Individual or Joint/Grou [x] Form filed by one F		cable line)						
	<pre>[x] Director [_] Officer (give title)</pre>		10% Owner Other (speci	fy below)					
6.	Relationship of Reportin (Check all applicable)		10% 0		_				
5.	If Amendment, Date of Or	riginal (Month/Year)							
Sept	ember/2001								
4.	Statement for Month/Year	-							
###-	##-###								
3.	IRS Identification Number	er of Reporting Persor	n, if an Entity	(Voluntary)					
Firs	t Merchants Corporation -	- FRME							
2.	Issuer Name and Ticker o	or Trading Symbol			_				
(City)	(State)	(Zip)						
M 	luncie	IN	47304						
		(Street)							
-	Last) 200 Berwyn Road	(First)	(Middle)						
	rownell 	Blaine 	A						
	Name and Address of Repo	orting Person*							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

2. Conversion or Exercise Price 1. Title of Derivative Security Security Security	4. 3. Trans Trans- action action Code Date (Inst. (Month/ 8) Day/	or Disposed of(D) . (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of	8. Price of Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr.	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr.	11. Nature of In- direct Bene- ficial Owner- ship (Instr.
(Instr. 3) ity	Year) Code	(A) (D)	cisable Date	Title Shares	5)	4)	4)	4)

Non-Employee Director Stock Option (Right to

1,050

Explanation of Responses: On August 14, 2001, the Board of Directors of First Merchants Corporation declared a stock dividend payable to all holders of record of common stock on September 3, 2001 of one share of common stock for each 20 shares of common stock outstanding to be distributed on September 24, 2001. 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. Helms October 9, 2001 -----**Signature of Reporting Person Date Blaine E. Brownell (Confirming Statement on File)

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 provided is insufficient, see Instruction 6 for procedure.