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

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

Common Stock						5,320	I	Albrecht Family Trust
								TTE UA (12/07/80
Common Stock						5,586	D	
1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	Code (Instr. 8) Code V		(A) or (D)	Price	- Owned at End of Month (Instr. 3 and 4)	(I)	7. Nature of Indirect Beneficia Ownership (Instr. 4
			4. Securities Acqu Disposed of (D) (Instr. 3, 4 ar)		5. Amount of Securities Beneficially		
Table I Non-D	erivative Securities Ac or Beneficially Owned	cquired, Dispos d						
[x] Form filed by one [_] Form filed by more		erson		_				
7. Individual or Joint/Gr	oup Filing (Check appli	icable line)		_				
<pre>[x] Director [_] Officer (give tit.</pre>] 10% Owner] Other (speci	fy below)					
 Relationship of Report. (Check all applicable) 	ing Person to Issuer			_				
5. If Amendment, Date of (Driginal (Month/Year)			-				
09/13/02								
 Statement for Month/Day 	y/Year			-				
###-##-####		, <u> </u>	(**********					
First Merchants Corporat		ı. if an Entity	(Voluntary)	_				
2. Issuer Name and Ticker	or Trading Symbol							
,	· · ·							
West Lafayette (City)	IN (State)	47906 (Zip)						
	(Street)	47000						
220 Sheffield Road								
(Last)	(First)	(Middle)						
Boehning	Richard	А						

Reminder: Report on a separate line for each class of securities beneficially

(Print or Type Response)

(Over)

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FORM 4 (continued)

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

1. Title of	2. Conver- sion or Exer- cise Price of Deriv-	Trans- act action Cod	4. Trans- action Code (Instr.	rans- Acquired (A) ction or Disposed ode of(D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or		8. Price of Deriv- ative Secur-	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of	Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct	11. Nature of In- direct Bene- ficial Owner-
Derivative	ative	(Month/	8)	4 and 5)	Date	Expira-		Number	ity	Month	(I)	ship
Security (Instr. 3)	Secur- ity	Day/ Year)	Code V	(A) (D)	Exer- cisable	tion Date	Title	of Shares	(Instr. 5)	(Instr. 4)	(Instr. 4)	(Instr. 4)
Non-Employee Director Stock Option (Right to Buy)		·							·	1,102	D	· · · · · · · · · · · · · · · · · · ·

October 2, 2002

Date

On August 13, 2002, the Board of Directors of First Merchants Corporation declared a stock dividend payable to all holders of record of common stock on August 30, 2002 of one share of common stock for each 20 shares of common stock outstanding to be distributed on September 13, 2002. 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
 **Signature of Reporting Person
 Richard A. Boehning
 (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.

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