UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 -----FORM 8-K -----

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 22, 2003

FIRST MERCHANTS CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA

(State or other jurisdiction of incorporation)

0 - 17071(Commission File Number)

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

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

> Exhibit 99.1 Press Release, dated October 22, 2003, issued by First Merchants Corporation

ITEM 9. REGULATION FD DISCLOSURE (INFORMATION PROVIDED UNDER ITEM 12 - RESULTS OF OPERATIONS AND FINANCIAL CONDITION).

> The following information is being provided under Item 12 - Results of Operations and Financial Condition. It is being furnished under Item 9 of this Form 8-K in accordance with interim guidance issued by the SEC in Release No. 33-8216. Such information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

> On October 22, 2003, First Merchants Corporation issued a press release to report its financial results for the quarter ended September 30, 2003. The release is furnished as Exhibit 99.1 hereto.

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.

> By: /s/ Larry R. Helms

> > Larry R. Helms, Senior Vice President

Dated: October 22, 2003

EXHIBIT INDEX -----

Exhibit No.

99.1

Description

Press Release, dated October 22, 2003, issued by

First Merchants Corporation.

First Merchants Corporation

Exhibit No. 99.1

Press Release, dated October 22, 2003

N/E/W/S R/E/L/E/A/S/E

October 22, 2003

FOR IMMEDIATE RELEASE

For more information, contact:

Mark K. Hardwick, Senior Vice President/Chief Financial Officer

765-751-1857

http://firstmerchants.com

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SOURCE: First Merchants Corporation

FIRST MERCHANTS ANNOUNCES 3rd QUARTER EARNINGS PER SHARE

First Merchants Corporation (NASDAQ - FRME) has reported that third quarter 2003 diluted earnings per share equaled \$.39, a decrease of 15.2%, from \$.46 in the prior year. Net income decreased \$478,000, or 6.1%, during the same period.

Year-to-date diluted earnings were \$1.19 per share compared to \$1.31 in 2002. Year-to-date net income increased \$512,000, or 2.4%, from \$21,240,000 to \$21,752,000.

Net interest margin for the nine months ended September 30, 2003 declined 34 basis points as the Corporation's yield on earning assets declined 83 basis points and the cost of supporting liabilities declined by 49 basis points.

For the quarter, net interest margin declined 47 basis points as the Corporation's yield on earning assets declined 1.03 percent and the cost of supporting liabilities declined by 56 basis points.

Year-to-date gains from the sale of mortgage loans increased from \$990,000 to \$5,618,000, and the provision for loan losses increased from \$4,297,000 to \$8,430,000.

For the quarter, gains from the sale of mortgage loans increased by \$876,000 and the provision for loan losses decreased by \$115,000.

Michael L. Cox, President and Chief Executive Officer, commented that, "Changes in the yield curve, during the quarter, increased pressure on earnings as the Corporation maintains an asset sensitive interest rate risk position. This position has increased our dependence on gains generated from the sales of mortgage loans during this record low interest rate environment. The Federal Reserve Bank's reduction in the target fed funds rate of 25-basis points, during the last week of June, coupled with more than a 100-basis point increase in the 30-year treasury and mortgage rates, have proven to be challenging."

Total loans outstanding reached \$2.4 billion, an increase of \$355 million over the prior year. Of the increase, \$318 million is attributable to the acquisition of CNBC Bancorp on March 1, 2003. The remaining net increase of \$37 million resulted primarily from increased commercial real estate loans outstanding of \$55 million, mitigated by reductions in both residential real estate loans and individual loans for household and other personal expenditures.

Total non-performing assets decreased from 1.21% of total loans in the third quarter of 2002 to 1.13% as of September 30, 2003. The Corporation's allowance for loan losses increased to 1.27% versus 1.10% during the same period last year.

During the quarter, the Corporation completed a sale of non-performing loans. The sale reduced non-performing loans by \$2 million and significantly reduced classified assets in one bank. Additionally, the remaining banks in the Corporation reduced non-performing loans by another \$1.7 million.

The Corporation's Board of Directors also authorized management to proceed with its strategic initiative of minimizing the number of regulatory agencies governing its banks. The Corporation is in the process of converting all of its state chartered banks to National Charters. The Office of the Comptroller of the Currency and the Federal Reserve Bank will be the remaining regulators once the conversion is complete.

CONFERENCE CALL

First Merchants Corporation will conduct a conference call at 2:30 p.m. Eastern Standard Time on Wednesday, October 22, 2003. To participate, dial 888-710-8192 and reference First Merchants Corporation's third quarter earnings release. A digital recording will be available two hours after the completion of the conference from October 22, 2003, to October 24, 2003. To access, US/Canada guests should call 800-642-1687; or for International/Local guests, call 706-645-9291 and enter the Conference I.D. 3236274.

Detailed financial results are reported on the attached pages.

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. Subsidiaries of the Corporation include First Merchants Bank, NA, Madison Community Bank, First United Bank, Union County National Bank, The Randolph County Bank, First National Bank, Decatur Bank & Trust Company, Frances Slocum Bank, Lafayette Bank & Trust Company, Commerce National Bank and Merchants Trust Company. The Corporation also operates First Merchants Insurance Services, a full-service property casualty, personal lines, and healthcare insurance agency, headquartered in Muncie, Indiana, and is a majority member of Indiana Title Insurance Company, LLC, a title insurance agency.

First Merchants Corporation's common stock is traded over-the-counter on the NASDAQ National Market System under the symbol FRME and is rated A+ by Standard & Poor's Corporation. Quotations are carried in daily newspapers and can be found on the company's Internet web page (http://www.firstmerchants.com).

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CONSOLIDATED BALANCE SHEETS

(in thousands) September 30,

Assets	2003	2002
Cash and due from banks Federal funds sold	\$ 87,619 0	\$ 73,223 8,750 81,973 10,222
Cash and cash equivalents Interest-bearing time deposits Investment securities Mortgage loans held for sale Loans, net of allowance for loan losses	12,042	14,089
of \$29,842 and \$22,147 Premises and equipment Federal Reserve and Federal Home Loan Bank stock Interest receivable Core deposit intangibles and goodwill Cash surrender value of life insurance Other assets	143 648	1,971,891 39,179 11,097 18,622 106,753 14,143 16,065 \$ 2,629,486 =========
Total assets	\$ 3,011,720 =======	\$ 2,629,486 =======
Liabilities Deposits Noninterest-bearing Interest-bearing	\$ 316,058 1,994,146	\$ 246,410 1,773,325
Total deposits Borrowings Interest payable Other liabilities	2,310,204 374,051 5,200	2,019,735 328,933 6,813 14,132
Total liabilities Stockholders' equity Preferred stock, no-par value Authorized and unissued 500,000 shares Common stock, \$.125 stated value Authorized 50,000,000 shares		2,369,613
Issued and outstanding - 18,487,974 and 17,124,914 Additional paid-in capital Retained earnings Accumulated other comprehensive income	147,559	2,141 116,102 135,266 6,364
Total stockholders' equity		259,873
Total liabilities and stockholders' equity		\$ 2,629,486

FINANCIAL HIGHLIGHTS

(In thousands)		ths Ended ber 30, 2002	Nine Mont Septembe 2003	
NET CHARGE OFF'S	\$ 2,503	\$ 1,637	\$ 4,732	\$ 4,193
AVERAGE BALANCES Total Assets Total Loans Total Deposits Total Stockholders' Equity	\$3,030,935	\$2,635,606	\$2,923,015	\$2,319,049
	2,348,817	1,984,323	2,258,725	1,766,879
	2,305,589	2,018,242	2,221,870	1,800,894
	301,048	254,654	290,503	229,634
FINANCIAL RATIOS Return on Average Assets Return on Avg. Stockholders' Equity Avg. Earning Assets to Avg. Assets Allowance for Loan Losses as % Of Total Loans Net Charge Off's as % Of Avg. Loans (Annualized) Dividend Payout Ratio Avg. Stockholders' Equity to Avg. Assets	0.97%	1.19%	0.99%	1.22%
	9.76	12.40	9.98	12.45
	89.48	90.27	89.92	91.11
	1.26	1.10	1.26	1.10
	.43	.32	.28	.32
	58.97	47.83	56.30	50.38
	9.93	9.58	9.94	9.81

Tax Equivalent Yield on Earning Assets	5.89	6.92	6.11	6.94
Cost of Supporting Liabilities	1.93	2.49	2.01	2.50
Net Int. Margin (FTE) on Earning Assets	3.96	4.43	4.10	4.44

(in thousands, except share data)		onths Ended onths 30, 2002	Nine Mon Septe 2003	ths Ended mber 30, 2002
Interest Income				
Loans receivable Taxable	Ф ОБ СОТ	Ф ОБ ОСО	#100 F00	. 04 E04
Tax exempt	Φ 35,007 195	\$ 35,362 169	Ф100,539 512	\$ 94,504 403
Investment securities	103	109	312	403
Taxable	1.342	2.442	4.621	6.986
Tax exempt	1,562	2,442 1,793 123 53	4.819	4.450
Federal funds sold	49	123	339	388
Deposits with financial institutions	13	53	54	159
Federal Reserve and Federal Home Loan Bank stock			610	527
Total interest income	38,959	40,148	117,494	
Tabanas banas and				
Interest expense	0.000	10 000	20 555	20.700
Deposits Securities cold under repurchase agreements	8,623 270	10,696	∠0,555 1 272	29,700
Securities sold under repurchase agreements Federal Home Loan Bank advances	2 400	2 283 2T1	7 077	1,556 5 807
Trust preferred securities	1 232	1 181	3 697	2 143
Other borrowings	451	143	1.053	355
ocher borrowings		517 2,283 1,181 143		
Total interest expense	13,085	14,820	39,655	39,629
'		14,820		
Net interest income	25,874	25,328	77,839	67,788
Provision for loan losses	1,706	1,821	8,430	4,297
Net interest income	04.400	00 507	00 400	00.404
after provision for loan losses	24,168	23,507	69,409	63,491
Other income				
Fiduciary activities	1 5/17	1 651	5 133	A 771
Service charges on deposit accounts	2 861	2 626	8 388	6 635
Other customer fees	961	1,651 2,626 957	3,085	2.925
Net realized gains on				
sales of available-for-sale securities	512	162	950	570
Commission income	638	557	2,099	1,617
Other income	2,357	1,693	8,660	3,343
		162 557 1,693 7,646		
Total other income	8,876	7,646	28,315	19,861
Other eveness				
Other expenses Salaries and employee benefits	13,206	10,606	37,885	28,301
Net occupancy expenses	1,189	999	3,480	2,699
Equipment expenses	1,996	1,880		4,848
Marketing expense	414	415	1,259	1,079
Deposit insurance expense		143	•	290
Outside data processing fees	1,025	1,018	3,055	2,724
Printing and office supplies	401	388	1,240	1,155
Goodwill and core deposit amortization	958	786	2,777	1,839
Other expenses	3,771	2,952		8,194
Tatal ather surress		40.407		
Total other expenses	22,960	19,187	67,336	
Income before income tax	10,084	11 966	30,388	32,223
Income tax expense	2,735		8,636	
2.100me can expense				
Net income	\$ 7,349	\$ 7,827	\$ 21,752	\$ 21,240
	======			
Per Share Data (1)				
Banda Hat Tanana				,
Basic Net Income	. 40			1.32
Diluted Net Income Cash Dividends Paid	. 39 . 23		1.19 .67	1.31 .66
CASII DIVIUGIIUS FAIU	. 23	. 22	.07	.00

⁽¹⁾ Restated for a five percent (5%) stock dividend distributed September 2003.

CONSOLIDATED BALANCE SHEETS

(in thousands)	Sep	otember 30 2003	Э,	June 30, 2003	Ma	rch 31, 2003	De	cember 31, 2002	S	eptember 30, 2002
Assets										
Cash and due from banks Federal funds sold	\$	87,619 0	\$	89,126 14,150	\$	81,789 54,925	\$	87,638 31,400	\$	73,223 8,750
Cash and cash equivalents		87,619		103,276		136,714		119,038	-	81,973 10,222 345,452 14,089
Interest-bearing time deposits		3,789		8,777		5,170		3,568		10,222
Investment securities		316,852		363,103		333,692		342,062		345,452
Mortgage loans held for sale		12,042		15,151		13,558		21,545		14,089
Loans	2	∠, 35⊥, 4⊎5		2,324,576		2,291,178		2,004,377		1,994,038
Less: Allowance for loan losses		(29,842)	(30,639))	(29,733))	(22,417)	(22,147)
Net loans		221 562		2 202 027	-	261 115		1 091 060		1 071 001
Premises and equipment		39,475		39,313		38,861		38,645		39,179
Federal Reserve and Federal Home Loan Bank stock	<	14,057		13,933		13,912		11,409		11,097
Interest receivable		17,139		16,592		16,789		17,346		18,622
Core deposit intangibles and goodwill		143,648		144,663		141,226		107,217		106,753
Cash surrender value of life insurance		37,536		34,575		14,567		14,309		14,143
Premises and equipment Federal Reserve and Federal Home Loan Bank stock Interest receivable Core deposit intangibles and goodwill Cash surrender value of life insurance Other assets		10,000		23,641		23,000		21,500	_	10,005
Total assets	\$ 3	3,011,720	\$	3,056,961	\$ 2	2,999,022	\$	2,678,687	\$	2,629,486
Liabilities										
Deposits										
Noninterest-bearing								272,128		
Interest-bearing	1	L,994,146		1,988,593	1	.,996,836		1,764,560		1,773,325
Total deposits	2	2,310,204	-	2,313,328	2	2,286,671		2,036,688		2 010 735
Borrowings		374,051		417,669		388,821		356,927		328,933
Interest payable		5,200		5,494		5,694		6,019		6,813
Other liabilities		21,064		19,460		28,212		17,924		328,933 6,813 14,132
Total liabilities	2									2,369,613
Stockholders' equity		,		, ,		, ,		, ,		, ,
Preferred stock, no-par value										
Authorized and unissued 500,000 shares										
Common stock, \$.125 stated value										
Authorized 50,000,000 shares										
Issued and outstanding		2,311		2,301		2,298		2,142		2,141
Additional paid-in capital		149,810		148,296		143,505		116,401		116,102
Retained earnings		147,559		144,457		139,743		138,110		135,266
Accumulated other comprehensive income		1,521		5,956		4,078		4,476		116, 102 135, 266 6, 364
Total stockholders' equity		301,201		301,010		289,624		261,129	-	259,873
Total liabilities and stockholders' equity	\$ 3	3,011,720	\$	3,056,961	\$ 2	2,999,022	\$		\$	2,629,486

NON-PERFORMING ASSETS

(In thousands)	Se	ptember 30, 2003		June 30, 2003		March 31, 2003	C	December 31, 2002	Se	eptember 30, 2002
90 days past due Non-accrual loans Other real estate	\$	4,790 20,093 1,547		5,295 22,532 2,351	\$	3,552 19,747 1,841		6,676 14,134 1,691	\$	9,786 13,285 868
Total non-performing assets	\$	26,430	\$	30,178	\$	25,140	\$	22,501	\$	23,939
Average total loans for the quarter	\$	2,348,817	\$2	2,313,688	\$2	,111,056	\$	2,066,616	\$	1,984,323
Total non-performing assets as a percent of average total loans		1.13%		1.30%		1.19%		1.09%		1.21%
Restructured loans	\$	647	\$	899	\$	2,194	\$	2,508	\$	2,326

CONSOLIDATED STATEMENTS OF INCOME

CONSOLIDATED STATEMENTS OF INCOME		Thre	ee Months E	nded	
(in thousands, except share data)	September 2003				September 30, 2002
Interest Income					
Interest Income Loans receivable					
Taxable	\$ 35,607	\$ 35,759	\$ 35,173	\$ 34,775	\$ 35,362
Tax exempt	185	,	165	•	169
Investment securities					
Taxable	1,342	1,600	1,679	2,100	2,442
Tax exempt	1,562	1,626	1,631	1,740	1,793
Federal funds sold	49	1,600 1,626 177	113	169	123
Deposits with financial institutions Federal Reserve and Federal Home Loan Bank stoc	13	19	22	38	53
Federal Reserve and Federal Home Loan Bank stoc	k 201		198	208	206
Total interest income	38,959	39,554	38,981	39,265	40,148
Interest expense					
Deposits	8,623	9.048	8,884	9.934	10,696
Securities sold under repurchase agreements	370	454	449	502	
Federal Home Loan Bank advances	2,409	2,395	2,273	2,359	2,283
Trust preferred securities	1,232	1,259	1,206	1, 181	1,181
Other borrowings	451	443	[´] 159	2,359 1,181 154	143
Total interest expense	12 005	13,599			
Total interest expense	13,000		12,971	14,130	
Net interest income	25,874	25,955	26,010	25,135	25,328
Provision for loan losses	1,706	25,955 2,123	4,601	2,877	1,821
Net interest income					
after provision for loan losses	24,168			22,258	
Other income					
Other income	4 547	1 000	1 007	1 407	1 051
Fiduciary activities Service charges on deposit accounts	2 961	2 7/2	2 794	2 605	1,651 2,626
Other customer fees	2,001	1,889 2,743 1,036	2,704 1 088	2,093	2,020 957
Net realized gains on sales of	301	1,000	1,000	330	331
available-for-sale securities	512	67	371	169	162
Commission income	638	707	754	586	557
Other income	2,357		1,592	1,286	1,693
Total other income	8,876	11,153	8,286		7,646
Other expenses					
Salaries and employee benefits	13,206		11,777		10,606
Net occupancy expenses	1,189		1,091		999
Equipment expenses	1,996		1,844		1,880
Marketing expense	414		434	416	415
Deposit insurance expense	1 025		020	104	143
Outside data processing fees Printing and office supplies	1,025 401	,	928 407	940 442	1,018 388
Goodwill and core deposit amortization	958		828	750	786
Other expenses	3,771		4,132	3,591	2,952
other expenses					
Total other expenses	22,960		21,441	19,886	19,187
Income before income tax	10,084		8,254	9,588 2,998	11,966 4,139
Income tax expense	2,735		2,596		4,139
Net income	\$ 7,349	\$ 8,745	\$ 5,658	\$ 6,590	\$ 7,827
	======	======	======	=======	======
Per Share Data(1)					
Basic Net Income	\$.40		\$.32		\$.47
Diluted Net Income	.39		.32		. 46
Cash Dividends Paid	. 23	.22	. 22	. 22	
22					

⁽¹⁾ Restated for a five percent (5%) stock dividend distributed September 2003.