

Edgar Filing: HELMS LARRY R - Form 4

HELMS LARRY R
Form 4
May 31, 2002

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).

1. Name and Address of Reporting Person*

Helms	Larry	R
(Last)	(First)	(Middle)

4905 North Tillotson Avenue

(Street)

Muncie	IN	47304
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

First Merchants Corporation - FRME

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

314-40-0819

4. Statement for Month/Year

May/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Senior Vice President, Secretary & General Counsel

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction (Instr. 8) ----- Code V		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price	
		Code	V	(A) or (D)	
Common Stock	05-14-02	M		3,189	A 11.6402
Common Stock	05-14-02	F		1,308	D 28.3650

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

2. Conver- sion or Exer- cise	3.	4. Trans-	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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1. Title of Derivative Security (Instr. 3)	Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	action Code (Instr. 8)	or Code V	Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date (Month/Day/Year) ----- Date Exer- cisable	Expira- tion Date	----- Title	Amount or Number of Shares
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Employee Stock Option (Right to Buy)	11.6402	05-14-02	M		D	01-30-94	07-30-03	Common Stock	3,189
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Deferred Stock
Units

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/s/ Larry R. Helms

**Signature of Reporting Person

May 31, 2002

Date

** 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.