

FIRST MID ILLINOIS BANCSHARES INC  
 Form 4  
 November 17, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GRISSOM STEVEN L

2. Issuer Name and Ticker or Trading Symbol  
 FIRST MID ILLINOIS BANCSHARES INC [FMBH]

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

(Last) (First) (Middle)  
 C/O SKL INVESTMENT GROUP, 121 S. 17TH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/17/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MATTOON, IL 61938

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	11/17/2014		C <sup>(1)</sup>			18,501	A \$ 0	67,268.5	D	
Common Stock	08/04/2014		J <sup>(2)</sup>	V	300		D \$ 0	0	I	By 1978 Trust Fbo Mary Lee Sparks
Common Stock	08/04/2014		J <sup>(2)</sup>	V	198,096		D \$ 0	0	I	By Trust Fbo Benjamin I. Lumpkin

Common Stock	08/04/2014	J <sup>(2)</sup>	V	198,096	D	\$ 0	0	I	By Trust Fbo Elizabeth L. Celio
Common Stock							2,414.7	I	By Deferred Comp Plan

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series B 9% Non-cumulative Perpetual Convertible Preferred	(3)	11/17/2014		C <sup>(1)</sup>	80	(3) (3)	Common Stock 18,501.3
Series B 9% Non-cumulative Perpetual Convertible Preferred	(3)	08/04/2014		J <sup>(2)</sup>	V 250	(3) (3)	Common Stock 57,816.3
Series B 9% Non-cumulative Perpetual Convertible Preferred	(3)	08/04/2014		J <sup>(2)</sup>	V 290	(3) (3)	Common Stock 67,067.3

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

GRISSOM STEVEN L  
C/O SKL INVESTMENT GROUP X  
121 S. 17TH STREET  
MATTOON, IL 61938

## Signatures

/s/ Michael L. Taylor, attorney-in-fact for Steven L.  
Grissom

11/17/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) On November 17, 2014 the Company caused the conversion of the Series B 9% Non-cumulative Perpetual Convertible Preferred stock. Each share was converted into 231.267 shares of common stock, cash in lieu of fractional shares.
- (2) Mr. Grissom who serves as trustee for these trusts, does not have beneficial ownership of the holdings of these trusts and, as a result, he will no longer report these shares for Section 16 purposes.  
  
Each share of the Series B Convertible Preferred Stock (i) is convertible at any time into 231.267 shares of common stock and cash in lieu
- (3) of any fractional share of common stock, subject to certain adjustments, (ii) is convertible at First Mid-Illinois Bancshares' option under certain circumstances, and (iii) has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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