

FIRST MID ILLINOIS BANCSHARES INC  
 Form 4  
 December 16, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 DIEPHOLZ KENNETH R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1421 CROSS CREEK  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/14/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 13,255                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 15,228                                                                                        | I                                                        | By IRA                            |

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

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SEC 1474 (9-02)

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**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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option                               | \$ 10.45                                               |                                      |                                                    |                                |                                                                                         | 10/21/1997 10/21/2007                                    | Common Stock                                                  | 1,125                         |
| Stock Option                               | \$ 14.99                                               |                                      |                                                    |                                |                                                                                         | 12/15/1997 01/12/2008                                    | Common Stock                                                  | 1,125                         |
| Stock Option                               | \$ 15.55                                               |                                      |                                                    |                                |                                                                                         | 12/15/1998 12/22/2008                                    | Common Stock                                                  | 1,125                         |
| Stock Option                               | \$ 15.33                                               |                                      |                                                    |                                |                                                                                         | 12/13/1999 12/13/2009                                    | Common Stock                                                  | 1,125                         |
| Stock Option                               | \$ 12.55                                               |                                      |                                                    |                                |                                                                                         | 12/18/2000 12/18/2010                                    | Common Stock                                                  | 1,125                         |
| Stock Option                               | \$ 16                                                  |                                      |                                                    |                                |                                                                                         | 12/18/2001 12/18/2011                                    | Common Stock                                                  | 1,500                         |
| Stock Option                               | \$ 18.17                                               |                                      |                                                    |                                |                                                                                         | 12/16/2002 12/16/2012                                    | Common Stock                                                  | 1,500                         |
| Stock Option                               | \$ 31                                                  |                                      |                                                    |                                |                                                                                         | 12/16/2003 12/16/2013                                    | Common Stock                                                  | 2,250                         |
| Stock Option                               | \$ 41                                                  | 12/14/2004                           |                                                    | A                              | 2,250                                                                                   | 12/14/2004 12/14/2014                                    | Common Stock                                                  | 2,250                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| DIEPHOLZ KENNETH R<br>1421 CROSS CREEK<br>MATTOON, IL 61938 | X             |           |         |       |

## Signatures

Michael L. Taylor, Pursuant to a Power of Attorney filed on  
11/01/2002

12/16/2004

\_\_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) N/A

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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