

FIRST MERCHANTS CORP

Form 4

August 22, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN JOHN

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST MERCHANTS CORP
[FRME]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 E JACKSON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Chief Credit Officer / Executive Vice
President

(Street)
MUNCIE, IN 47305

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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) Price			
Common Stock	08/18/2016		M		2,000	A \$ 11.14	31,921.174	D	
Common Stock	08/18/2016		M		2,000	A \$ 5.89	33,921.174	D	
Common Stock	08/18/2016		M		1,000	A \$ 9.2	34,921.174	D	
Common Stock	08/18/2016		S		4,000	D \$ 26.91	30,921.174	D	
Common Stock	08/18/2016		S		200	D \$ 26.92	30,721.174	D	

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Common Stock	08/18/2016	S	100	D	\$ 26.93	30,621.174	D
Common Stock	08/18/2016	S	100	D	\$ 26.94	30,521.174	D
Common Stock	08/18/2016	S	600	D	\$ 26.96	29,921.174 ⁽¹⁾	D

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

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(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 or Number of Shares
Employee Stock Option (right to buy)	\$ 11.14	08/18/2016		M		2,000		02/24/2011	02/24/2019	Common	2,000
Employee Stock Option (right to buy)	\$ 5.89	08/18/2016		M		2,000		02/25/2012	02/25/2020	Common	2,000
Employee Stock Option (right to buy)	\$ 9.2	08/18/2016		M		1,000		02/11/2013	02/11/2021	Common	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

MARTIN JOHN
200 E JACKSON STREET
MUNCIE, IN 47305

Chief Credit Officer Executive Vice President

Signatures

Jennifer Mainord (Confirming Statement
on File)

08/22/2016

____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) Includes Restricted Stock Awards totaling 18,911.174 shares

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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