SISSEL GEORGE A Form 4 October 09, 2001

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 Repor	ting Person*		
Sissel	George	A	
(Last)		(Middle)	
3545 West 110th Place			
	(Street)		
Westminster	CO	80030	
(City)	(State)	(Zip)	
2. Issuer Name and Ticker or	Trading Symbol		
First Merchants Corporation - 3	FRME		
3. IRS Identification Number	of Reporting Pers	on, if an Entity (Voluntary)	
119-26-2480			
4. Statement for Month/Year			
September/2001			
5. If Amendment, Date of Ori	ginal (Month/Year)		

6.	ionship of k all appli	1 5	Person	to	Issuer		
	 Director Officer (gi	ve title k	pelow)			 10% Owner Other (specify below)	

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

[x] 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

	2.	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
1.	2. Transaction	(Instr. 8)		(A)		
Title of Security	Date		- Amount	or Price		
(Instr. 3)	(mm/dd/yy)	Code V		(D)		

Common

* 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)

1.

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

2.					
Conver-			5.		7.
sion			Number of		Title and Amount
or			Derivative	6.	of Underlying
Exer-		4.	Securities	Date	Securities
cise	3.	Trans-	Acquired (A)	Exercisable and	(Instr. 3 and 4)
Price	Trans-	action	or Disposed	Expiration Date	
of	action	Code	of(D)	(Month/Day/Year)	Amount

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Title of	Deriv-	Date	(Instr.	(Instr. 3,				or
Derivative	ative	(Month/	8)	4 and 5)	Date	Expira-		Number
Security	Secur-	Day/			Exer-	tion		of
(Instr. 3)	ity	Year)	Code V	(A) (D)	cisable	Date	Title	Shares

Non-Employee Director Stock Option (Right to Buy)

Explanation of Responses: On August 14, 2001, the Board of Directors of First Merchants Corporation declared a stock dividend payable to all holders of record of common stock on September 3, 2001 of one share of common stock for each 20 shares of common stock outstanding to be distributed on September 24, 2001. Fractional shares were distributed in cash. Pursuant to anti-dilution provisions of First Merchants Corporation's various stock option plans, options previously reported were also adjusted to reflect the stock dividend.

/s/ Larry R. Helms

October 9, 2001

Date

**Signature of Reporting Person George A. Sissel (Confirming Statement on File)

** 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.

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