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FIRST MID ILLINOIS BANCSHARES INC Form 4 December 17, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DOWNS KELLY A Issuer Symbol FIRST MID ILLINOIS (Check all applicable) **BANCSHARES INC [FMBH]** (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 2000 MEADOWLAKE 12/16/2008 VP, Director, Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLESTON, IL 61920 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3, 4 and 5) Form: Direct (Instr. 3) any Code Beneficially Beneficial Ownership (Month/Day/Year) Owned (D) or (Instr. 8) Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 08/15/2008 Ρ V 0.17 Α \$ 25.2 867.558 Ι By 401K Stock Common 08/29/2008 Ρ V 0.008 A \$ 24.8 867.566 I By 401K Stock Common \$ 24.8 867.951 Ι 09/09/2008 Ρ V 0.385 Α By 401K Stock Common 09/19/2008 Ρ V 8.098 Α 876.049 Ι By 401K 26.33 Stock Common \$ 24.65 V 11.105 A 11/14/2008 Ρ 887.154 I By 401K Stock

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Common Stock	11/21/2008	Р	V 8.257	А	\$ 24.86	895.411	Ι	By 401K
Common Stock	12/08/2008	Р	V 0.889	А	\$ 22.78	896.3	Ι	By 401K

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Numbe	r	6. Date Exercisab	le and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Deriva	tive	Expiration Date		Underlying S	Securities
Security	or Exercise		any	Code	Securities	3	(Month/Day/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					
	Derivative				(A) or					
	Security				Disposed	of				
				(D)						
				(Instr. 3, 4,						
					and 5)					
										Amount
							Date Exercisable	Expiration Date	Title	or Number of
				Code V	(A)	(D)				Shares
Stock Option	\$ 23	12/16/2008		А	1,000		01/01/2010(1)	12/16/2018	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
DOWNS KELLY A 2000 MEADOWLAKE CHARLESTON, IL 61920			VP, Director, Human Resources					
Signatures								
Michael L. Taylor, pursuant to 05/29/03.	a power o	of attorney fi	iled 12/17/2008					
<u>**</u> Signature of Re	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) Options become exercisable in 4 equal annual installments beginning on this date.

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(2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.