FIRST MID ILLINOIS BANCSHARES INC
Form 4
December 19, 2002

OMB APPROVAL	
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UNITED STATES 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(h) of the Investment Company Act of 1940

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

(Print of Type Responses)

1. Name and Address of Reporting Person*

GILLILAND	STANLEY	E.
(Last)	(First)	(Middle)

#27 SOUTH COUNTRY CLUB ROAD
(Street)

MATTOON	IL	61938
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

First MId-Illinois Bancshares, Inc. (FMBH.OB)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

DECEMBER 19, 2002

5. If Amendment, Date of Original (Month/Day/Year)

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

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

_VICE PRESIDENT_FIRST MID-ILLINOIS BANCSHARES_____

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

1. Title of Security (Instr. 3)	2. Trans-action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Common Stock							
Common Stock	7/18/02		J(1)	V	19.7380	A	$25.25
Common Stock	7/18/02		J(1)	V	61.2440	A	$25.25
Common Stock	8/13/02		P	V	47.4510	A	$26.31
Common Stock							

FORM 4 (continued)

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 (mm/dd/yy)	3A. Deemed Execution Date if any (mm/dd/yy)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares
STOCK OPTION	$27.25	12/17/02		A	2,250		(2)	12/17/12	COMMON STOCK	2,250

Explanation of Responses:
(1) SHARES PURCHASED THROUGH THE COMPANY'S DIVIDEND REINVESTMENT PLAN WITH DIVIDENDS PAID ON SHARES OF COMMON STOCK HELD.
(2) OPTIONS BECOME EXERCISABLE IN 4 EQUAL ANNUAL INSTALLMENTS BEGINNING JANUARY 1, 2004.

/s/ William S Rowland, Pursuant to a Power of Attorney filed contemporaneously herewith — 12/19/02

**Signature of Reporting Person — Date

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

* 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).

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