

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): June 18, 2004

FIRST MERCHANTS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

INDIANA (State or other jurisdiction of incorporation)	0-17071 (Commission File Number)	35-1544218 (IRS Employer Identification No.)
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200 East Jackson Street
P.O. Box 792
Muncie, IN 47305-2814
(Address of Principal Executive Offices, including Zip Code)

(765) 747-1500
(Registrant's Telephone Number, including Area Code)

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Item 7. Financial Statements and Exhibits.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) (99) Shareholder Letter dated June 18, 2004.

Item 9. Regulation FD Disclosure.

On April 22, 2004, the Board of Directors of First Merchants Corporation declared a \$.23 dividend on its shares of outstanding common stock. The dividend is payable to shareholders of record on June 4, 2004. The dividend was distributed along with a letter to the shareholders on June 18, 2004. A copy of the shareholder letter is attached as Exhibit 99 to this report and is furnished pursuant to Regulation FD.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: June 22, 2004.

FIRST MERCHANTS CORPORATION

By: /s/ Larry R. Helms

Larry R. Helms,
Senior Vice President

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EXHIBIT INDEX

(99) Shareholder Letter dated June 18, 2004.

June 18, 2004

Dear Shareholder:

The First Merchants Corporation Board of Directors has declared a quarterly dividend of \$.23 per share to holders of record June 4, 2004, payable June 18, 2004.

We are pleased to share this dividend with you, and also pleased to report that operating performance continues to show improvement. On April 22, 2004, we reported first quarter 2004 earnings per share of \$.37, a 15.6% increase from the prior year. Overall operations in April and May continue to show similar improvement.

As 2004 progresses, we will no doubt encounter further challenges. The economy through East Central Indiana and Central Ohio continues to improve modestly with some encouragement on the job front. As this trend continues, we expect loan demand, both commercial and consumer, to progress steadily. We have devoted extensive time and effort to the ongoing analysis of our asset quality. This effort, coupled with safety and soundness examinations from our regulators, leads us to conclude that loan problems are fully identified and adequately reserved.

On April 22, 2004, we held a very successful annual meeting of shareholders in Muncie, Indiana. Attended by over 300 people, the turnout, responses, and acknowledgement of our progress were quite positive.

Your continued support of our Corporation is appreciate, and the Board of Directors is pleased to provide this dividend to you. Should you have any questions regarding our company, we welcome them through our internal Shareholder Relations Department (800/262-4261, ext. 7278), or through direct e-mail link on our Web site (www.firstmerchants.com) and invite you to avail yourselves of this service.

Sincerely,

/s/ Michael L. Cox

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Michael L. Cox
President and Chief Executive Officer

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