

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ELLINGTON KIMBERLY J</u>  (Last) (First) (Middle) <u>200 EAST JACKSON STREET</u>  (Street) <u>MUNCIE IN 47305</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/06/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>FIRST MERCHANTS CORP [ FRME ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Senior Vice President / Director Human Resources</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	766.082 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	07/01/2003	07/01/2011	Common Stock	914	19.73	D	
Employee Stock Options (Right to Buy)	07/01/2004	07/01/2012	Common Stock	3,308	26.93	D	
Employee Stock Options (Right to Buy)	07/01/2005	07/01/2013	Common Stock	3,150	23.46	D	
Employee Stock Options (Right to Buy)	07/01/2006	07/01/2014	Common Stock	3,600	25.595	D	
Deferred Stock Units	12/31/2005	12/31/2005	Common Stock	50.23	(2)	D	
Deferred Stock Units	12/31/2006	12/31/2006	Common Stock	131.26	(2)	D	

**Explanation of Responses:**

- 1. Includes 102.9482 shares owned by reporting person in her 401K account.
- 2. Conversion of derivative security is 1 for 1.

Kimberly J. Ellington 05/09/2005  
 \*\* 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 5 (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.

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 Number.

Confirming Statement

This Statement confirms that the undersigned, Kimberly J. Ellington, has authorized and designated Larry R. Helms to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of First Merchants Corporation. The authority of Larry R. Helms under this statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of First Merchants Corporation, unless earlier revoked in writing. The undersigned acknowledges Larry R. Helms is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: May 4, 2005

/s/ Kimberly J. Ellington

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Kimberly J. Ellington