

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |               |           |   |  |  |  |
|--|---------------|-----------|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>HARDWICK MARK K</b> |               |           | 2. Issuer Name and Ticker or Trading Symbol<br><b>FIRST MERCHANTS CORP [ FRME ]</b> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Chief Financial Officer / Executive Vice President</b> |  |
| (Last)   | (First)       | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/10/2015</b>               |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| 200 E JACKSON STREET   |               |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |  |
| (Street)   | <b>MUNCIE</b> | <b>IN</b> | <b>47305</b>  |  |  |  |
| (City)   | (State)       | (Zip)     |   |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 08/10/2015                           |  | M                              |   | 7,000   | A          | \$25.14 | 67,272.995  | D  |   |
| Common Stock                    | 08/10/2015                           |  | F                              |   | 6,653   | D          | \$26.45 | 60,619.995 <sup>(1)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 9,771.051   | I  | 401(k) Plan   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 446   | I  | Spouse IRA  |

**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 (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$25.14  | 08/10/2015                           |  | M                              |   | 7,000  |     | 02/10/2008   | 02/10/2016      | Common Stock  | 7,000                      | \$0  | 0  | D   |  |

**Explanation of Responses:**

1. Includes Restricted Stock Awards totaling 23,675.660 shares.

**Remarks:**

Deanna Brass (Confirming Statement on File)

08/12/2015

\*\* 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.

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.