

FIRST MID ILLINOIS BANCSHARES INC

Form 4

December 16, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEDGES JOHN W2. Issuer Name and Ticker or Trading Symbol
FIRST MID ILLINOIS
BANCSHARES INC [FMBH.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4 PINEHURST DRIVE

(Street)

MATTOON, IL 61938

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/20044. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Pres First Mid-Illinois Bank

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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. 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	375	D	
Common Stock					574.983	I	By 401K
Common Stock					2,029.181	I	By Deferred Comp

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 15.33							01/01/2001 ⁽¹⁾	12/13/2009	Common Stock	4,500
Stock Option	\$ 12.56							01/01/2002 ⁽²⁾	12/18/2010	Common Stock	3,375
Stock Option	\$ 16							01/01/2003 ⁽³⁾	12/18/2011	Common Stock	3,375
Stock Option	\$ 18.17							01/01/2004 ⁽⁴⁾	12/16/2012	Common Stock	4,875
Stock Option	\$ 31							01/01/2005 ⁽⁵⁾	12/16/2013	Common Stock	4,875
Stock Option	\$ 41	12/14/2004		A		4,875		01/01/2006 ⁽⁶⁾	12/14/2014	Common Stock	4,875

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEDGES JOHN W 4 PINEHURST DRIVE MATTOON, IL 61938	Pres First Mid-Illinois Bank

Signatures

Michael L. Taylor, pursuant to a Power of Attorney filed on 11/01/2002. 12/16/2004

____ Signature of Reporting Person

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 1/1/2001.

(2) Options become exercisable in 4 equal annual installments beginning on 1/1/2002.

(3) Options become exercisable in 4 equal annual installments beginning on 1/1/2003.

(4) Options become exercisable in 4 equal annual installments beginning on 1/1/2004.

(5) Options become exercisable in 4 equal annual installments beginning on 1/1/2005.

(6) Options become exercisable in 4 equal annual installments beginning on 1/1/2006.

(7) 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.

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