

FIRST MID ILLINOIS BANCSHARES INC

Form 4

August 04, 2008

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 SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MELVIN GARY W

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

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

RR 1, BOX 226
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SULLIVAN, IL 61951

(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 or Price		
Common Stock	07/31/2008		M		1,687.5 A \$ 10.37	D	
Common Stock	07/31/2008		M		1,687.5 A \$ 10.22	D	
Common Stock	07/31/2008		M		1,687.5 A \$ 8.37	D	
Common Stock	07/31/2008		M		2,250 A \$ 10.67	D	
Common Stock	07/31/2008		M		2,250 A \$ 12.11	D	

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Common Stock 07/31/2008 M 3,375 A \$ 20.67 260,239.191 D

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

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(9-02)

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	\$ 10.37	07/31/2008		M	1,687.5	12/15/1998 12/15/2008	Common Stock 1,687.5
Stock Option	\$ 10.22	07/31/2008		M	1,687.5	12/13/1999 12/13/2009	Common Stock 1,687.5
Stock Option	\$ 8.37	07/31/2008		M	1,687.5	12/18/2000 12/18/2010	Common Stock 1,687.5
Stock Option	\$ 10.67	07/31/2008		M	2,250	12/18/2001 12/18/2011	Common Stock 2,250
Stock Option	\$ 12.11	07/31/2008		M	2,250	12/16/2002 12/16/2012	Common Stock 2,250
Stock Option	\$ 20.67	07/31/2008		M	3,375	12/16/2003 12/16/2013	Common Stock 3,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MELVIN GARY W RR 1, BOX 226 SULLIVAN, IL 61951		X		

Signatures

Michael L. Taylor, pursuant to a power of attorney filed
11/01/02.

08/04/2008

__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).

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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