

MARVIN DANIEL E JR
 Form 4
 February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 MARVIN DANIEL E JR

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)
 20 GREENBRIAR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2005

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

MATTOON, IL 61938

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 01/31/2005 | | S | | 5,000 | D | |
| Common Stock | | | | | | | |
| Common Stock | | | | | 19,750 | I | By Wife |
| Common Stock | | | | | 23,950.386 | I | By IRA |
| Common Stock | 01/07/2005 | | J ⁽³⁾ | V | 13.429 | A | \$ 41 |
| Common Stock | | | | | 2,307.415 | I | Cust for minor grandchildren |
| Common Stock | | | | | 6,856.996 | I | By Deferred Comp |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 14.99 | | | | | 01/01/1999 ⁽¹⁾ 01/12/2008 | Common Stock | 5,625 |
| Stock Options | \$ 15.55 | | | | | 01/01/2000 ⁽²⁾ 12/22/2008 | Common Stock | 5,625 |
| Stock Options | \$ 15.33 | | | | | 12/13/1999 12/13/2009 | Common Stock | 1,125 |
| Stock Options | \$ 12.55 | | | | | 12/18/2000 12/18/2010 | Common Stock | 1,125 |
| Stock Options | \$ 16 | | | | | 12/18/2001 12/18/2011 | Common Stock | 1,500 |
| Stock Options | \$ 18.17 | | | | | 12/16/2002 12/16/2012 | Common Stock | 1,500 |
| Stock Option | \$ 31 | | | | | 12/16/2003 12/16/2013 | Common Stock | 2,250 |
| Stock Option | \$ 41 | | | | | 12/14/2004 12/14/2014 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

MARVIN DANIEL E JR
20 GREENBRIAR
MATTOON, IL 61938

Signatures

Michael L. Taylor, pursuant to a power of attorney filed
11/01/2002

02/01/2005

__*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 1/1/1999.
- (2) Options become exercisable in 4 equal annual installments beginning on 1/1/2000.
- (3) Shares acquired through the Company's dividend reinvestment plan with dividends being paid on shares of common stock held.

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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