SPADE DAVID W Form 4 July 02, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
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0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SPADE DAVID W Issuer Symbol FIRST MERCHANTS CORP (Check all applicable) [FRME] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_X\_ Other (specify (Month/Day/Year) below) below) 200 EAST JACKSON STREET 07/02/2009 Senior Vice President / Chief Credit Officer

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_ Form filed by More than One Reporting

Person

MUNCIE, IN 47305

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 7,194.2342 Common 06/30/2009 A 672 A D Stock (2) (1) 6.8255

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

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 control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: SPADE DAVID W - Form 4

1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Deri	ivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Secu	ırity	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
		Derivative				Securities		(Instr. 3 and 4)		Owne		
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration sable Date	or Title Number				
						Exercisable						
					~	/ L \				of		
					Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SPADE DAVID W 200 EAST JACKSON STREET			Senior Vice President	Chief Credit				
MUNCIE IN 47305			Schiol vice i resident	Officer				

## **Signatures**

Larry R. Helms (Confirming Statement on File) 07/02/2009

\*\*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) Includes 2,135.2342 shares held in 401(k) retirement account, and 3,000 restricted stock awards.
- (2) Employee Stock Option Right to Buy equals 11,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. >

- \* 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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) These shares of common stock were granted as a Restricted Stock Unit Award under the Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan. One-hundred percent (100%) of the restricted stock unit award vests at the end of three (3) years.

The performance-based restricted stock units vest after a three-year period in an amount ranging from 0-200% of the units awarded based upon company total shareholder return compared with the total shareholder return of a designated peer group over the vesting period. The units provide for payment of all earned shares in common stock following the end of the three-year period.

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