

FIRST MID ILLINOIS BANCSHARES INC
 Form 5
 January 12, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HEDGES JOHN W

(Last) (First) (Middle)
 4 PINEHURST DRIVE
 (Street)

MATTOON, IL 61938

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FIRST MID ILLINOIS BANCSHARES INC [FMBH.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres First Mid-Illinois Bank

6. Individual or Joint/Group Reporting
 (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) | Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|----------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 375 | D | Â |
| Common Stock | 01/30/2004 | Â | J ⁽⁷⁾ | 4.946 | A | \$ 46.55 | 579.929 | I | By 401K |
| Common Stock | 03/09/2004 | Â | P | 0.037 | A | \$ 45.67 | 579.966 | I | By 401K |
| Common Stock | 05/20/2004 | Â | P | 0.001 | A | \$ 30 | 579.967 | I | By 401K |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|----------|------------------------|---|------------------------|
| Common Stock | 06/25/2004 | Â | J ⁽⁷⁾ | 3.807 | A | \$ 48.75 | 583.774 | I | By 401K |
| Common Stock | 08/23/2004 | Â | P | 0.001 | A | \$ 30 | 875.661 ⁽⁸⁾ | I | By 401K |
| Common Stock | Â | Â | Â | Â | Â | Â | 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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 15.33 | Â | Â | Â | Â Â | 01/01/2001 ⁽¹⁾ 12/13/2009 | Common Stock 4,500 |
| Stock Option | \$ 12.56 | Â | Â | Â | Â Â | 01/01/2002 ⁽²⁾ 12/18/2010 | Common Stock 3,375 |
| Stock Option | \$ 16 | Â | Â | Â | Â Â | 01/01/2003 ⁽³⁾ 12/18/2011 | Common Stock 3,375 |
| Stock Option | \$ 18.17 | Â | Â | Â | Â Â | 01/01/2004 ⁽⁴⁾ 12/16/2012 | Common Stock 4,875 |
| Stock Option | \$ 31 | Â | Â | Â | Â Â | 01/01/2005 ⁽⁵⁾ 12/16/2013 | Common Stock 4,875 |
| Stock Option | \$ 41 | Â | Â | Â | Â Â | 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

Â Â

Â Pres First
Mid-Illinois Â
Bank

Signatures

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

01/12/2005

__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 1/1/2001.
- (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) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.
- (8) Share balance has been adjusted to reflect a 3 for 2 stock split that occurred on July 16, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.