

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 *
GILLILAND STANLEY E

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

27 S. COUNTRY CLUB ROAD
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

MATTOON, IL 61938

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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)
				Amount	(A) or (D) Price			
Common Stock	Â	Â	Â	Â	Â	9,948.459	D	Â
Common Stock	01/30/2004	Â	J ⁽¹⁰⁾	62.594	A \$ 46.55	7,338.978	I	By 401K
Common Stock	03/09/2004	Â	P	102.008	A \$ 47.07	7,440.986	I	By 401K
Common Stock	05/20/2004	Â	P	20.22	A \$ 48.38	7,461.206	I	By 401K
	06/25/2004	Â	J ⁽¹⁰⁾	48.976	A	7,510.182	I	By 401K

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Common Stock						\$ 48.75			
Common Stock	08/23/2004	Â	P	32.699	A	\$ 32.99	11,297.971 (11)	I	By 401K
Common Stock	11/19/2004	Â	P	22.656	A	\$ 36.96	11,320.627	I	By 401K
Common Stock	Â	Â	Â	Â	Â	Â	3,392.208	I	By IRA
Common Stock	Â	Â	Â	Â	Â	Â	2,205.111	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 Options	\$ 10.45	Â	Â	Â	Â	10/21/2000 ⁽¹⁾ 10/21/2007	Common Stock 2,250
Stock Options	\$ 14.99	Â	Â	Â	Â	01/01/1999 ⁽²⁾ 01/12/2008	Common Stock 2,250
Stock Options	\$ 15.56	Â	Â	Â	Â	01/01/2000 ⁽³⁾ 12/22/2008	Common Stock 2,250
Stock Options	\$ 15.33	Â	Â	Â	Â	01/01/2001 ⁽⁴⁾ 12/13/2009	Common Stock 2,250
Stock Options	\$ 12.56	Â	Â	Â	Â	01/01/2002 ⁽⁵⁾ 12/18/2010	Common Stock 3,375
Stock Options	\$ 16	Â	Â	Â	Â	01/01/2003 ⁽⁶⁾ 12/18/2011	Common Stock 3,375
	\$ 18.17	Â	Â	Â	Â	01/01/2004 ⁽⁷⁾ 12/16/2012	3,375

Stock Options									Common Stock	
Stock Options	\$ 31	^	^	^	^	^	01/01/2005 ⁽⁸⁾	12/16/2013	Common Stock	3,375
Stock Options	\$ 41	^	^	^	^	^	01/01/2006 ⁽⁹⁾	12/14/2014	Common Stock	3,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLILAND STANLEY E 27 S. COUNTRY CLUB ROAD MATTOON, IL 61938	^	^	^ Vice President	^

Signatures

Michael L. Taylor, pursuant to a Power of Attorney filed on 12/19/2002. 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 2 equal annual installments beginning on 10/21/2000.
- (2) Options become exercisable in 4 equal annual installments beginning on 01/01/1999.
- (3) Options become exercisable in 4 equal annual installments beginning on 01/01/2000.
- (4) Options become exercisable in 4 equal annual installments beginning on 01/01/2001.
- (5) Options become exercisable in 4 equal annual installments beginning on 01/01/2002.
- (6) Options become exercisable in 4 equal annual installments beginning on 01/01/2003.
- (7) Options become exercisable in 4 equal annual installments beginning on 01/01/2004.
- (8) Options become exercisable in 4 equal annual installments beginning on 01/01/2005.
- (9) Options become exercisable in 4 equal annual installments beginning on 01/01/2006.
- (10) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.
- (11) Shares 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.