FIRST MID ILLINOIS BANCSHARES INC
Form 4
February 12, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRISSOM STEVEN L

(Last) (First) (Middle)

C/O CONSOLDIATED COMMUNICATIONS, 121 S. 17TH STREET

(Street)

MATTOON, IL 61938

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/05/2009		J(1)	V	16.987	A	$ 23	2,073.249	I	By Deferred Compensation Plan

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

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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
Series B 9% Non-cumulative perpetual convertible preferred	(2)	02/11/2009		P		80		(2)	(2)	Common Stock	(2)
Series B 9% Non-cumulative perpetual convertible preferred	(2)	02/11/2009		P		250		(2)	(2)	Common Stock	(2)
Series B 9% Non-cumulative perpetual convertible preferred	(2)	02/11/2009		P		250		(2)	(2)	Common Stock	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRISSOM STEVEN L C/O CONSOLDIATED COMMUNICATIONS 121 S. 17TH STREET MATTOON, IL 61938	X			

Signatures

Michael L. Taylor, pursuant to a power of attorney filed 12/19/02.	02/12/2009
**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) Shares acquired through the Company's dividend reinvestment plan with dividends being paid on shares of common stock held.

(2) Each share of the Series B Convertible Preferred Stock (i) is convertible at any time into 227 shares of common stock and cash in lieu of any fractional share of common stock, subject to certain adjustments, (ii) is convertible at First Mid-Illinois Bancshares' option under certain circumstances, and (iii) has no expiration date.

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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