

FIRST MID ILLINOIS BANCSHARES INC

Form 4

November 17, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-Chief Credit Officer

MATTOON, IL 61938

(City) (State) (Zip)

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

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)
Common Stock	11/17/2014		C(1)	1,156 A \$ 0	11,483	D	
Common Stock	11/17/2014		C(1)	1,156 A \$ 0	1,156	I	By IRA
Common Stock					1,543.114	I	By 401k Plan
Common Stock					7,898.35	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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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B 9% Non-cumulative Perpetual Convertible Preferred	(2)	11/17/2014		C(1)		5		(2)	(2)	Common Stock	1,156.335
Series B 9% Non-cumulative Perpetual Convertible Preferred	(2)	11/17/2014		C(1)		5		(2)	(2)	Common Stock	1,156.335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEDGES JOHN W 4 PINEHURST DRIVE MATTOON, IL 61938			EVP-Chief Credit Officer	

Signatures

/s/ Michael L. Taylor, attorney-in-fact for Mr.
Hedges

11/17/2014

__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) On November 17, 2014 the Company caused the conversion of the Series B 9% Non-cumulative Perpetual Convertible Preferred stock. Each share was converted into 231.267 shares of common stock, cash in lieu of fractional shares.

Each share of the Series B Convertible Preferred Stock (i) is convertible at any time into 231.267 shares of common stock and cash in lieu

- (2) 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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