

FIRST MID ILLINOIS BANCSHARES INC  
 Form 4  
 February 24, 2005

**FORM 4**

**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).

**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

(Print or Type Responses)

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)  
**27 S. COUNTRY CLUB ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2005**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**Vice President**

**MATTOON, IL 61938**

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2005		M	2,250 A \$ 10.45	12,198.459	D	
Common Stock					11,320.627	I	By 401K
Common Stock					3,392.208	I	By IRA
Common Stock					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 (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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options	\$ 10.45	02/24/2005		M	2,250	10/21/2000 10/21/2007	Common Stock	2,250
Stock Options	\$ 14.99					01/01/1999 <sup>(1)</sup> 01/12/2008	Common Stock	2,250
Stock Options	\$ 15.56					01/01/2000 <sup>(2)</sup> 12/22/2008	Common Stock	2,250
Stock Options	\$ 15.33					01/01/2001 <sup>(3)</sup> 12/13/2009	Common Stock	2,250
Stock Options	\$ 12.56					01/01/2002 <sup>(4)</sup> 12/18/2010	Common Stock	3,375
Stock Options	\$ 16					01/01/2003 <sup>(5)</sup> 12/18/2011	Common Stock	3,375
Stock Options	\$ 18.17					01/01/2004 <sup>(6)</sup> 12/16/2012	Common Stock	3,375
Stock Options	\$ 31					01/01/2005 <sup>(7)</sup> 12/16/2013	Common Stock	3,375
Stock Options	\$ 41					01/01/2006 <sup>(8)</sup> 12/14/2014	Common Stock	3,375

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLILAND STANLEY E			Vice President	

27 S. COUNTRY CLUB ROAD  
MATTOON, IL 61938

## Signatures

Michael L. Taylor, pursuant to a Power of Attorney filed on  
12/19/2002.

02/24/2005

\_\_\_\_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 01/01/1999.
- (2) Options become exercisable in 4 equal annual installments beginning on 01/01/2000.
- (3) Options become exercisable in 4 equal annual installments beginning on 01/01/2001.
- (4) Options become exercisable in 4 equal annual installments beginning on 01/01/2002.
- (5) Options become exercisable in 4 equal annual installments beginning on 01/01/2003.
- (6) Options become exercisable in 4 equal annual installments beginning on 01/01/2004.
- (7) Options become exercisable in 4 equal annual installments beginning on 01/01/2005.
- (8) Options become exercisable in 4 equal annual installments beginning on 01/01/2006.

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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