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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On December 14, 2004, the Board of Directors received written notice from Norman M. Johnson that he intends to retire as a Director of the Corporation, effective as of the Corporation's 2005 Annual Meeting of the Shareholders. Mr. Johnson has reached the age whereby his retirement is mandatory pursuant to the Corporation's Bylaws.

(d) On December 14, 2004, the Board of Directors of First Merchants Corporation (the "Corporation") appointed Dr. Jo Ann M. Gora to fill the vacancy on the Corporation's Board of Directors caused by the amendment to the Corporation's Bylaws described in this Form 8-K. Dr. Gora's term will continue until the 2005 Annual Meeting of the Shareholders, at which time she will be considered for election for a full three (3) year term. As of the date of this report, the Board of Directors has not yet determined on which committees Dr. Gora will serve. A copy of the Corporation's press release, dated December 17, 2004, announcing the appointment of Dr. Gora is attached hereto as Exhibit 99.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On December 14, 2004, the Board of Directors of the Corporation also amended Section Article V, Section 1 of the Corporation's Bylaws to provide for sixteen (16) Directors rather than the previous fifteen (15). The amendment was effective as of December 14, 2004.

Item 9.01. Financial Statements and Exhibits.

(c) (99.1) Press Release dated December 17, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: December 17, 2004.

FIRST MERCHANTS CORPORATION

By: /s/ Larry R. Helms
Larry R. Helms,
Senior Vice President

EXHIBIT INDEX

99.1 Press Release dated December 17, 2004

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Exhibit 99.1

NEWS RELEASE

December 17, 2004

FOR IMMEDIATE RELEASE

For more information, contact:

Andrew Weixler, Corporate Marketing Director, 765-747-1360

First Merchants Corporation Elects Dr. Jo Ann M. Gora to its Board of Directors

December 17, 2004

Muncie, Indiana - First Merchants Corporation, a \$3.2 billion financial holding company, has elected Ball State University President, Dr. Jo Ann M. Gora to its Board of Directors. Dr. Gora was elected on December 14, 2004, at a regular meeting of the Board of Directors.

Prior to taking the helm as the 14th president of Ball State University, Dr. Gora was chancellor of the University of Massachusetts Boston where she played a pivotal role in raising the university's admission standards, expanding its honors college, developing interdisciplinary centers of excellence, enhancing community outreach, increasing the level of external research funding, and improving the instructional technology infrastructure.

Dr. Gora served for nine years as provost and vice president for academic affairs at Old Dominion University in Norfolk, Virginia, where she guided the university through two strategic planning processes.

Gora earned a bachelor's degree in political science from Vassar College and master's and doctoral degrees in sociology from Rutgers University. She has published two books as well as numerous articles in the fields of criminology, medical sociology, and organizational behavior.

"We are very pleased that Jo Ann has joined our Board," said Michael L. Cox, First Merchants' CEO. "Her diverse background and stated desire to promote economic development throughout central Indiana will make her addition a real plus to our business model."

About First Merchants Corporation

First Merchants Corporation (Nasdaq: FRME) is a financial holding company headquartered in Muncie, Indiana. Since its organization in 1982, First Merchants Corporation has grown to include ten affiliate banks with over 70 locations in 18 Indiana and two Ohio counties, a trust company, a multi-line insurance company, and a title agency.

Subsidiaries of the Corporation include First Merchants Bank, N.A.; The Madison Community Bank, N.A.; First United Bank, N.A.; The Union County National Bank of Liberty; The Randolph County Bank, N.A.; The First National Bank of Portland; Decatur Bank & Trust Company, N.A.; Frances Slocum Bank & Trust Company, N.A.; Lafayette Bank and Trust Company, N.A.; and Commerce National Bank. The Corporation also operates First Merchants Insurance Services, a full-service property, casualty, personal lines, and health care insurer, and is the majority owner of the Indiana Title Insurance Company LLC.

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Merchants Trust Company unites the trust and asset management services of all affiliate banks of the Corporation and represents one of the largest trust companies in the State of Indiana, with assets in excess of \$1.5 billion.

For more information, visit www.firstmerchants.com.

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