

FIRST MID ILLINOIS BANCSHARES INC
 Form 4/A
 November 23, 2012

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 *
 DOWNS KELLY A

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)
 2000 MEADOWLAKE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Retail Services

CHARLESTON, IL 61920

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/07/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	08/06/2012		M	844 A \$ 20.67	874	D	
Common Stock	08/06/2012		M	750 A \$ 23	1,624	D	
Common Stock	08/06/2012		S	1,594 D \$ 26	30	D	
Common Stock					1,308.842	I	By 401k 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)	8. P. Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.67	08/06/2012		M	844	01/01/2008	12/16/2013	Common Stock	844
Stock Option	\$ 23	08/06/2012		M	750	<u>(1)</u>	12/16/2018	Common Stock	750
Stock Option	\$ 27.33					<u>(2)</u>	12/14/2014	Common Stock	3,375
Stock Option	\$ 26.1					<u>(3)</u>	12/11/2017	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNS KELLY A 2000 MEADOWLAKE CHARLESTON, IL 61920			SVP, Retail Services	

Signatures

William S. Rowland, pursuant to a power of attorney filed 05/29/2003 11/23/2012

**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).

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- (1) Options became exercisable in 3 equal annual installments beginning 1/1/2010.
- (2) Options become exercisable in four equal annual installments beginning on 1/1/2006.
- (3) Options become exercisable in four equal annual installemnts beginning 1/1/2009.

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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