

FIRST MID ILLINOIS BANCSHARES INC
 Form 4
 February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 ALLENBAUGH LAUREL G

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)
 3015 WESTERN AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President

MATTOON, IL 61938

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					889.066	I	By 401K
Common Stock	01/31/2005		M	1,125 A \$ 12.56	1,125	D	
Common Stock	01/31/2005		M	562 A \$ 16	1,687	D	
Common Stock	01/31/2005		S	1,687 D \$ 39.50	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Stock Option	\$ 12.56	01/31/2005		M	1,125	01/01/2004 ⁽¹⁾ 12/18/2010	Common Stock	1,125
Stock Option	\$ 16	01/31/2005		M	562	01/01/2003 ⁽²⁾ 12/18/2011	Common Stock	1,688
Stock Option	\$ 18.17					01/01/2004 ⁽³⁾ 12/16/2012	Common Stock	2,250
Stock Option	\$ 31					01/01/2005 ⁽⁴⁾ 12/16/2013	Common Stock	2,250
Stock Option	\$ 41					01/01/2006 ⁽⁵⁾ 12/14/2014	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLENBAUGH LAUREL G 3015 WESTERN AVE MATTOON, IL 61938			Vice President	

Signatures

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

02/01/2005

_____*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 01/01/2004.
- (2) Options are exercisable as follows: .5 on 1/1/03; 562.5 on 1/1/04; 562.5 on 1/1/05; and 562.5 on 1/1/06.
- (3) Options become exercisable in 4 equal annual installments beginning on 01/01/2004.
- (4) Options become exercisable in 4 equal annual installments beginning on 01/01/2005.
- (5) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.