



Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 8.01 OTHER EVENTS**

On October 29, 2008, First Merchants Corporation issued a press release announcing the declaration of a quarterly cash dividend of \$0.23 per share. The cash dividend is payable on December 19, 2008 to stockholders of record as of December 5, 2008. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K and the attached exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

**Exhibit 99.1 Press Release, dated October 29, 2008, issued by First Merchants Corporation**

**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.

**First Merchants Corporation  
(Registrant)**

**By: /s/ Mark K. Hardwick**

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**Mark K. Hardwick  
Executive Vice President and  
Chief Financial Officer**

**Dated: October 29, 2008**

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**EXHIBIT INDEX**

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**Exhibit No.**

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**99.1**  
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**Description**

**Press Release, dated October 29, 2008, issued by  
First Merchants Corporation.**

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**First Merchants Corporation**

**Exhibit No. 99.1**

**Press Release, dated October 29, 2008**

**N / E / W / S / R / E / L / E / A / S / E**

October 29, 2008

**FOR IMMEDIATE RELEASE** For more information, contact:

Mark K. Hardwick, Executive Vice President/Chief Financial Officer, 765-751-1857 <http://www.firstmerchants.com>

SOURCE: First Merchants Corporation (Nasdaq: FRME), Muncie, Indiana

**FIRST MERCHANTS CORPORATION ANNOUNCES QUARTERLY CASH DIVIDEND**

At its regularly scheduled meeting held on October 28, 2008, the Board of Directors of First Merchants Corporation declared a quarterly cash dividend of \$0.23 per share on its common stock.

The cash dividend is payable December 19, 2008, to stockholders of record December 5, 2008. For purposes of broker trading, the ex-date of the cash dividend is December 3, 2008.

About First Merchants Corporation

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. Subsidiaries of the Corporation include First Merchants Bank, N.A., First Merchants Bank of Central Indiana, N.A., Lafayette Bank & Trust Company, N.A., Commerce National Bank and First Merchants Trust Company, N.A. The Corporation also operates First Merchants Insurance Services, a full-service property casualty, personal lines, and healthcare insurance agency and is a majority member of Indiana Title Insurance Company, LLC, a title insurance agency.

First Merchants Corporation's common stock is traded over-the-counter on the NASDAQ National Market System under the symbol FRME. Quotations are carried in daily newspapers and can be found on the company's Internet web page (<http://www.firstmerchants.com>).

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