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Item 7.01. Regulation FD Disclosure.

On August 10, 2004, the Board of Directors of First Merchants Corporation declared a \$.23 dividend on its shares of outstanding common stock. The dividend was payable to shareholders of record on September 6, 2004. The dividend was distributed along with a letter to the shareholders on September 20, 2004. A copy of the shareholder letter is attached as Exhibit 99 to this report and is furnished pursuant to Regulation FD.

Item 9.01. Financial Statements and Exhibits.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) (99) Shareholder Letter dated September 20, 2004.

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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: September 20, 2004

FIRST MERCHANTS CORPORATION

By: /s/ Larry R. Helms

Larry R. Helms,
Senior Vice President

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EXHIBIT INDEX

(99) Shareholder Letter dated September 20, 2004.

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Exhibit 99

September 20, 2004

Dear Shareholder:

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The First Merchants Corporation Board of Directors at its quarterly meeting, August 10, 2004, declared a quarterly dividend of \$.23 per share to holders of record September 6, 2004, payable September 20, 2004.

Through the first half of 2004, we see continued reasons for optimism. The economy continues to improve slowly, and unemployment and inflation are held in check. The Federal Reserve has increased the Fed Funds target rate on two occasions by .25% each time. While we believe that further modest increases may be in store, they will not dampen the economic recovery that is under way. As we stated in our mid-year earnings release, loan and deposit growth continues to improve steadily; and we are hopeful that the second half of the year will deliver further positive results.

Your continued support of our Corporation is appreciated, and the Board of Directors is pleased to provide this dividend to you. Should you have any questions regarding our company, we welcome them through our internal shareholder relations department (Telephone: 800/262-4261, ext. 7278) or through direct e-mail link on our Web site, www.firstmerchants.com, and invite you to avail yourselves of this service.

Sincerely,

/s/Michael L. Cox

MLC/ch

Enclosure