

FIRST MID ILLINOIS BANCSHARES INC
 Form 4
 February 22, 2006

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 *
 DOWNS KELLY A

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)
 1 HANCE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 VP, Director of Human Resource

CHARLESTON, IL 61920

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/21/2006 | | M | | 375 | A | \$ 18.17 | 375 | D | |
| Common Stock | 02/21/2006 | | M | | 565 | A | \$ 31 | 940 | D | |
| Common Stock | 02/22/2006 | | S | | 940 | D | \$ 41.25 | 0 | D | |
| Common Stock | 01/09/2006 | | J ⁽⁴⁾ | V | 2.242 | A | \$ 41 | 355.814 | I | By 401K |

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 18.17 | 02/21/2006 | | M | 375 | 01/01/2006 ⁽¹⁾ 12/16/2012 | Common Stock | 375 |
| Stock Options | \$ 31 | 02/21/2006 | | M | 565 | 01/01/2005 ⁽²⁾ 12/16/2013 | Common Stock | 1,125 |
| Stock Options | \$ 41 | | | | | 01/01/2006 ⁽³⁾ 12/14/2014 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOWNS KELLY A 1 HANCE DRIVE CHARLESTON, IL 61920 | | | VP, Director of Human Resource | |

Signatures

Kelly Downs 02/22/2006

**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 on 1/1/2007.

(2) Options are exercisable as follows: 562.5 on 1/1/07; 562.5 on 1/1/08.

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- (3) Options become exercisable in 4 equal annual installments beginning on 1/1/2006.
- (4) Shares acquired through the Company's dividend reinvestment plan with dividends paid on shares of common stock held.

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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