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FIRST MERCHANTS CORP  
Form 8-K  
October 23, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

-----  
DATE OF REPORT (Date of earliest event reported): October 23, 2006

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FIRST MERCHANTS CORPORATION  
(Exact name of registrant as specified in its charter)

-----  
INDIANA                                      0-17071                                      35-1544218  
(State or other jurisdiction      (Commission file number)                      (IRS Employer  
of incorporation)    Identification No.)

200 East Jackson Street  
P.O. Box 792  
Muncie, IN 47305-2814  
(Address of principal executive offices, including zip code)

(765) 747-1500  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 23, 2006, First Merchants Corporation issued a press release to report its financial results for the third quarter ended September

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30, 2006. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit No. 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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

Exhibit 99.1	Press Release, dated October 23, 2006, issued by First Merchants Corporation
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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.

First Merchants Corporation  
(Registrant)

By: /s/ Mark K. Hardwick

-----  
 Mark K. Hardwick  
 Executive Vice President and  
 Chief Financial Officer  
 (Principal Financial and  
 Principal Accounting Officer)

Dated: October 23, 2006

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EXHIBIT INDEX

Exhibit No.

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99.1

Description

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Press Release, dated October 23, 2006, issued by  
First Merchants Corporation.

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First Merchants Corporation

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Exhibit No. 99.1

Press Release, dated October 23, 2006

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

October 23, 2006

FOR IMMEDIATE RELEASE

For more information, contact:

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

SOURCE: First Merchants Corporation, Muncie, Indiana

FIRST MERCHANTS CORPORATION ANNOUNCES 3rd QUARTER EARNINGS PER SHARE

First Merchants Corporation (NASDAQ - FRME) has reported September 30, 2006 year-to-date diluted earnings per share totaling \$1.22, equaling 2005.

Third quarter diluted earnings per share totaled \$.42, a \$.02 decline from second quarter earnings per share of \$.44 in 2005. Net income for the quarter totaled \$7.7 million compared to \$8.2 million in 2005.

Total assets reached a record \$3.5 billion at quarter-end, an increase of \$233 million, or 7.2 percent from September 30, 2005. Loans and investments, the Corporation's primary earning assets, totaled \$3.1 billion, an increase of \$229 million or 8.0 percent over the prior year.

Net income declined by \$169,000 for the nine months ended September 30, 2006, reflecting the challenges of a sustained and increasingly inverted yield curve. Net-interest income declined by \$24,000 despite increases in earning assets as the Corporation's volume variance totaled a positive \$4,180,000 mitigated by a negative rate variance of \$4,204,000.

Non-interest income declined by \$745,000 resulting primarily from reduced gains from the sale of mortgage loans totaling \$668,000. Year-to-date operating expense increased by a modest 1.3 percent as management continues the process of streamlining its operating structure.

The allowance for loan losses has increased during the year by \$1.8 million as the Corporation's provision for loan losses declined by \$1.4 million. As of September 30, 2006, non-performing loans totaled 87 basis points of average total loans and the allowance for loan losses as a percent of total loans equaled 1.02 percent.

Michael L. Cox, President and Chief Executive Officer, stated that, "High single digit growth of loans and deposits coupled with expense management and talent acquisition continues to be the most positive representations of the controllable items in this business. Management is pleased with balance sheet growth, but the yield curve remains a challenge."

CONFERENCE CALL

First Merchants Corporation will conduct a conference call at 2:30 p.m. Eastern Daylight Time on Monday, October 23, 2006. To participate, dial (Toll Free) 877-407-9210 and reference First Merchants Corporation's third quarter earnings. A replay will be available until October 30, 2006. To access replay, US/Canada participants should dial (Toll Free) 877-660-6853 or for International participants, dial 201-612-7415. The replay will require the Account # 286 and

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Conference ID # 216501.

During the call we may make Forward Looking Statements about our relative business outlook. These Forward Looking Statements and all other statements made during the call that do not concern historical facts are subject to risks and uncertainties that may materially affect actual results.

Specific Forward Looking Statements include, but are not limited to, any indications regarding the Financial Services industry, the economy and future growth of the balance sheet or income statement.

Detailed financial results are reported on the attached pages:

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. Subsidiaries of the Corporation include First Merchants Bank, N.A., Madison Community Bank, N.A., United Communities National Bank, First National Bank, Decatur Bank & Trust Company, N.A., Frances Slocum Bank, 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>).

\* \* \* \*

### CONSOLIDATED BALANCE SHEETS

(in thousands)

	September 30, 2006	2005
<b>Assets</b>		
Cash and due from banks	\$ 65,641	\$ 81,310
Interest-bearing time deposits	8,717	10,708
Investment securities	468,074	436,794
Mortgage loans held for sale	3,395	5,026
Loans	2,641,644	2,443,931
Less: Allowance for loan losses	(26,975)	(25,149)
Net loans	2,614,669	2,418,782
Premises and equipment	40,511	38,473
Federal Reserve and Federal Home Loan Bank stock	23,620	23,165
Interest receivable	23,946	19,561
Core deposit intangibles and goodwill	136,666	139,597
Cash surrender value of life insurance	63,539	43,230
Other assets	23,261	21,792
Total assets	\$ 3,472,039	\$ 3,238,438
<b>Liabilities</b>		
Deposits		
Noninterest-bearing	\$ 324,601	\$ 346,318
Interest-bearing	2,369,690	2,118,975
Total deposits	2,694,291	2,465,293

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Borrowings	419,146	423,959
Interest payable	10,236	5,643
Other liabilities	26,075	25,153
	-----	-----
Total liabilities	3,149,748	2,920,048
Stockholders' equity		
Preferred stock, no-par value		
Authorized and unissued -- 500,000 shares		
Common stock, \$.125 stated value		
Authorized -- 50,000,000 shares		
Issued and outstanding -- 18,334,811 and 18,507,970 shares	2,292	2,313
Additional paid-in capital	143,688	148,004
Retained earnings	184,555	171,419
Accumulated other comprehensive loss	(8,244)	(3,346)
	-----	-----
Total stockholders' equity	322,291	318,390
	-----	-----
Total liabilities and stockholders' equity	\$ 3,472,039	\$ 3,238,438
	=====	=====

FINANCIAL HIGHLIGHTS

(In thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2006	2005	2006	2005
NET CHARGE OFF'S	\$ 467	\$ 1,736	\$ 3,226	\$ 3,808
AVERAGE BALANCES				
Total Assets	\$3,424,504	\$3,202,198	\$3,328,120	\$3,185,815
Total Loans	2,613,805	2,444,131	2,541,589	2,429,530
Total Deposits	2,613,507	2,419,204	2,505,027	2,420,268
Total Stockholders' Equity	318,327	316,615	317,282	314,856

FINANCIAL RATIOS

Return on Average Assets	.90%	1.03%	.90%	.95%
Return on Avg. Stockholders' Equity	9.72	10.38	9.47	9.62
Avg. Earning Assets to Avg. Assets	91.26	90.83	91.25	90.75
Allowance for Loan Losses as % Of Total Loans	1.02	1.03	1.02	1.03
Net Charge Off's as % Of Avg. Loans (Annualized)	.07	.28	.17	.21
Dividend Payout Ratio	54.76	52.27	56.56	56.56
Avg. Stockholders' Equity to Avg. Assets	9.30	9.89	9.53	9.88
Tax Equivalent Yield on Earning Assets	7.08	6.40	6.87	6.15
Cost of Supporting Liabilities	3.42	2.40	3.09	2.19
Net Int. Margin (FTE) on Earning Assets	3.66	4.00	3.78	3.96

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except share data)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2006	2005	2006	2005
Interest income				
Loans receivable				

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Taxable	\$ 48,738	\$ 40,853	\$137,475	\$116,
Tax exempt	189	160	588	
Investment securities				
Taxable	3,289	2,427	9,097	7,
Tax exempt	1,645	1,595	4,905	4,
Federal funds sold	13	51	41	
Deposits with financial institutions	144	185	390	
Federal Reserve and Federal Home Loan Bank stock	307	296	938	
	-----	-----	-----	-----
Total interest income	54,325	45,567	153,434	130,
	-----	-----	-----	-----
Interest expense				
Deposits	20,291	12,172	51,624	32,
Federal funds purchased	635		1,749	
Securities sold under repurchase agreements	852	523	2,740	
Federal Home Loan Bank advances	2,796	2,549	8,062	7,
Subordinated debentures, revolving credit lines and term loans	2,067	1,894	6,078	5,
Other borrowings	60	289	202	
	-----	-----	-----	-----
Total interest expense	26,701	17,427	70,455	47,
	-----	-----	-----	-----
Net interest income	27,624	28,140	82,979	83,
Provision for loan losses	1,558	1,794	5,013	6,
	-----	-----	-----	-----
Net interest income after provision for loan losses	26,066	26,346	77,966	76,
	-----	-----	-----	-----
Other income				
Fiduciary activities	1,863	1,794	5,763	5,
Service charges on deposit accounts	3,055	2,836	8,252	8,
Other customer fees	1,386	1,389	4,130	3,
Net realized gains on sales of available-for-sale securities		16		
Commission income	971	870	3,421	3,
Earnings on cash surrender value of life insurance	719	441	1,574	1,
Net gains and fees on sales of loans	493	770	1,558	2,
Other income	348	664	1,145	1,
	-----	-----	-----	-----
Total other income	8,835	8,780	25,843	26,
	-----	-----	-----	-----
Other expenses				
Salaries and employee benefits	14,033	13,384	41,968	41,
Net occupancy expenses	1,477	1,570	4,388	4,
Equipment expenses	2,035	1,901	5,991	5,
Marketing expense	586	446	1,424	1,
Outside data processing fees	841	979	2,645	3,
Printing and office supplies	367	328	1,095	
Core deposit amortization	762	770	2,285	2,
Other expenses	3,854	3,923	11,841	11,
	-----	-----	-----	-----
Total other expenses	23,955	23,301	71,637	70,
	-----	-----	-----	-----
Income before income tax	10,946	11,825	32,172	32,
Income tax expense	3,207	3,605	9,633	9,
	-----	-----	-----	-----
Net income	\$ 7,739	\$ 8,220	\$ 22,539	\$ 22,
	=====	=====	=====	=====

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Per Share Data

Basic Net Income	.42	.45	1.23	1
Diluted Net Income	.42	.44	1.22	1
Cash Dividends Paid	.23	.23	.69	
Average Diluted Shares Outstanding (in thousands)	18,381	18,590	18,455	18,

CONSOLIDATED BALANCE SHEETS

(in thousands)	September 30, 2006	June 30, 2006	March 31, 2006	December 200
<b>Assets</b>				
Cash and due from banks	\$ 65,641	\$ 71,275	\$ 59,176	\$ 70
Interest-bearing time deposits	8,717	8,529	9,104	8
Investment securities	468,074	466,882	441,651	434
Mortgage loans held for sale	3,395	5,338	5,170	4
Loans	2,641,644	2,591,440	2,491,488	2,457
Less: Allowance for loan losses	(26,975)	(25,884)	(25,623)	(25
Net loans	2,614,669	2,565,556	2,465,865	2,432
Premises and equipment	40,511	41,122	39,029	39
Federal Reserve and Federal Home Loan Bank stock	23,620	23,889	23,421	23
Interest receivable	23,946	19,539	19,035	19
Core deposit intangibles and goodwill	136,666	137,429	138,174	138
Cash surrender value of life insurance	63,539	44,358	43,964	43
Other assets	23,261	24,346	25,346	21
Total assets	\$ 3,472,039	\$ 3,408,263	\$ 3,269,935	\$ 3,237
<b>Liabilities</b>				
Deposits				
Noninterest-bearing	\$ 324,601	\$ 340,046	\$ 325,548	\$ 314
Interest-bearing	2,369,690	2,195,354	2,120,524	2,068
Total deposits	2,694,291	2,535,400	2,446,072	2,382
Borrowings	419,146	527,347	469,002	508
Interest payable	10,236	6,927	6,412	5
Other liabilities	26,075	25,585	31,711	26
Total liabilities	3,149,748	3,095,259	2,953,197	2,923
<b>Stockholders' equity</b>				
Preferred stock, no-par value				
Authorized and unissued -- 500,000 shares				
Common stock, \$.125 stated value				
Authorized -- 50,000,000 shares				
Issued and outstanding	2,292	2,282	2,305	2
Additional paid-in capital	143,688	142,037	146,374	145
Retained earnings	184,555	181,042	177,975	174
Accumulated other comprehensive loss	(8,244)	(12,357)	(9,916)	(9
Total stockholders' equity	322,291	313,004	316,738	313
Total liabilities and stockholders' equity	\$ 3,472,039	\$ 3,408,263	\$ 3,269,935	\$ 3,237

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NON-PERFORMING ASSETS

(in thousands)	September 30, 2006	June 30, 2006	March 31, 2006	December 31, 2005
90 days past due	\$ 4,253	\$ 8,818	\$ 5,188	\$ 3,965
Non-accrual loans	16,524	12,611	11,424	10,030
Other real estate	2,194	2,497	3,209	2,835
	-----	-----	-----	-----
Total non-performing assets	\$ 22,971	\$ 23,926	\$ 19,821	\$ 16,830
	=====	=====	=====	=====
Average total loans for the quarter	\$2,613,805	\$2,534,675	\$2,474,759	\$2,447,794
Total non-performing assets as a percent of average total loans	.87%	.94%	.80%	.69%
Restructured loans	\$ 93	\$ 111	\$ 114	\$ 310

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except share data)	September 30, 2006	June 30, 2006	Three Months Ended March 31, 2006
Interest Income			
Loans receivable			
Taxable	\$ 48,738	\$ 45,658	\$ 43,079
Tax exempt	189	231	168
Investment securities			
Taxable	3,289	3,082	2,726
Tax exempt	1,645	1,613	1,647
Federal funds sold	13	11	17
Deposits with financial institutions	144	132	114
Federal Reserve and Federal Home Loan Bank stock	307	320	311
	-----	-----	-----
Total interest income	54,325	51,047	48,062
	-----	-----	-----
Interest expense			
Deposits	20,291	16,914	14,419
Federal funds purchased	635	625	489
Securities sold under repurchase agreements	852	1,053	835
Federal Home Loan Bank advances	2,796	2,610	2,656
Subordinated debentures, revolving credit lines and term loans	2,067	2,020	1,991
Other borrowings	60	59	83
	-----	-----	-----
Total interest expense	26,701	23,281	20,473
	-----	-----	-----
Net interest income	27,624	27,766	27,589
Provision for loan losses	1,558	1,729	1,726
	-----	-----	-----
Net interest income after provision for loan losses	26,066	26,037	25,863
	-----	-----	-----
Other income			
Fiduciary activities	1,863	1,949	1,951



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Service charges on deposit accounts	3,055	2,771	2,426
Other customer fees	1,386	1,389	1,355
Net realized gains (losses) on sales of available-for-sale securities		(9)	9
Commission income	971	946	1,504
Earnings on cash surrender value of life insurance	719	432	423
Net gains and fees on sales of loans	493	511	554
Other income	348	422	375
	-----	-----	-----
Total other income	8,835	8,411	8,597
	-----	-----	-----
Other expenses			
Salaries and employee benefits	14,033	13,543	14,392
Net occupancy expenses	1,477	1,477	1,434
Equipment expenses	2,035	2,007	1,949
Marketing expense	586	438	400
Outside data processing fees	841	921	883
Printing and office supplies	367	424	304
Core deposit amortization	762	761	762
Other expenses	3,854	4,323	3,664
	-----	-----	-----
Total other expenses	23,955	23,894	23,788
	-----	-----	-----
Income before income tax	10,946	10,554	10,672
Income tax expense	3,207	3,263	3,163
	-----	-----	-----
Net income	\$ 7,739	\$ 7,291	\$ 7,509
	=====	=====	=====
Per Share Data			
Basic Net Income	\$ .42	\$ .39	\$ .41
Diluted Net Income	.42	.39	.41
Cash Dividends Paid	.23	.23	.23
Average Diluted Shares Outstanding (in thousands)	18,381	18,463	18,526
FINANCIAL RATIOS			
Return on Average Assets	.90%	.88%	.93%
Return on Avg. Stockholders' Equity	9.72	9.20	9.49
Avg. Earning Assets to Avg. Assets	91.26	91.21	91.27
Allowance for Loan Losses as % Of Total Loans	1.02	1.00	1.03
Net Charge Off's as % Of Avg. Loans (Annualized)	.07	.23	.21
Dividend Payout Ratio	54.76	58.97	56.10
Avg. Stockholders' Equity to Avg. Assets	9.30	9.54	9.78
Tax Equivalent Yield on Earning Assets	7.08	6.87	6.64
Cost of Supporting Liabilities	3.42	3.07	2.77
Net Int. Margin (FTE) on Earning Assets	3.66	3.80	3.87

LOANS

(in thousands)	September 30, 2006	June 30, 2006	March 31, 2006	Decem 2005
Commercial and industrial loans	\$ 497,280	\$ 501,238	\$ 486,411	\$ 4
Agricultural production financing and				

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other loans to farmers	104,147	95,352	87,433	
Real estate loans:				
Construction	175,753	178,254	175,784	1
Commercial and farmland	835,403	813,171	743,905	7
Residential	757,116	744,552	746,410	7
Individuals' loans for household and other				
personal expenditures	215,237	208,768	202,478	2
Tax exempt loans	16,550	13,656	13,656	
Lease financing receivables, net of unearned income	8,543	8,589	8,193	
Other loans	31,615	27,860	27,218	
	-----	-----	-----	-----
	2,641,644	2,591,440	2,491,488	2,4
Allowance for loan losses	(26,975)	(25,884)	(25,623)	(
	-----	-----	-----	-----
Total loans	\$2,614,669	\$2,565,556	\$2,465,865	\$2,4
	=====	=====	=====	=====

DEPOSITS

(in thousands)	September 30, 2006	June 30, 2006	March 31, 2006	Dece
Demand deposits	\$ 743,154	\$ 758,132	\$ 671,027	\$ 6
Savings deposits	512,112	510,878	526,554	5
Certificates and other time deposits of				
\$100,000 or more	394,724	313,751	320,213	2
Other certificates and time deposits	1,044,301	952,639	928,278	8
	-----	-----	-----	-----
	\$2,694,291	\$2,535,400	\$2,446,072	\$2,3
	=====	=====	=====	=====