

FIRST MID ILLINOIS BANCSHARES INC  
Form SC 13D/A  
February 23, 2009  
United States  
Securities and Exchange Commission  
Washington, D.C. 20549

## Schedule 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**OMB Number**

3235-0145

First Mid-Illinois Bancshares, Inc.

(Name of Issuer)

Common Stock, par value \$4.00 per share

(Title of Class of Securities)

320866106

(CUSIP Number)

David R. Hodgman

c/o Schiff Hardin LLP, 6600 Sears Tower

Chicago, IL 60606

312-258-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 11, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 320866106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

HODGMAN DAVID R

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- 1.
2.

3. SEC Use Only
4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power

0 shares

8. Shared Voting Power

497,448 shares

9. Sole Dispositive Power

0 shares

10. Shared Dispositive Power

497,448

11. Aggregate Amount Beneficially Owned by Each Reporting Person

497,448 shares

12. Check if the Aggregate Amount in *Row 11* Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in *Row 11*

7.9%

14. Type of Reporting Person (See Instructions)

OO

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## Item 1. Security and Issuer

This statement relates to the common stock, par value \$4.00 per share (the "Common Stock"), of First Mid-Illinois Bancshares, Inc., a Delaware corporation (the "Company"), whose principal executive offices are located at 1515 Charleston Avenue, Mattoon, Illinois 61938.

## Item 2. Identity and Background

### 1. Name

This statement is being filed by David R. Hodgman as co-trustee of the trusts described in Item 5 below.

Steve Grissom serves as co-trustee of the trusts described in Item 5 below.

### 2. Residence or Business Address

Mr. Hodgman's business address is as follows: Schiff Hardin LLP, 6600 Sears Tower, Chicago, Illinois 60606.

Mr. Grissom's business address is as follows: SKL Investment Group, LLC, 121 South 17th Street, Mattoon, Illinois 61938.

### 3. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:

Mr. Hodgman's principal occupation is working as an attorney with the law firm of Schiff Hardin LLP.

Mr. Grissom's principal occupation is serving as the Administrative Officer of SKL Investment Group, LLC.

### 4. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case:

During the last five years, neither Mr. Hodgman nor Mr. Grissom have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors.)

### 5. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order:

During the last five years, neither Mr. Hodgman nor Mr. Grissom have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order finding any violation with respect to federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

### 6. Citizenship

Each of Mr. Hodgman and Mr. Grissom is a citizen of the United States of America.

## Item 3. Source and Amount of Funds or Other Consideration

Since Mr. Hodgman's most recently filed statement on Schedule 13D on November 1, 2002, shares of Common Stock for which Mr. Hodgman is reporting beneficial ownership herein have been acquired in the following manner: (i)

5,645 shares have been acquired pursuant to dividend reinvestment under the Company's dividend Reinvestment Plan; (ii) 85,322 shares have been acquired pursuant to the three-for-two stock split effected by the Company on July 16, 2004; (iii) 127,982 shares have been acquired pursuant to the three-for-two stock split effected by the Company on June 29, 2007; (iv) 56,750 shares are obtainable through the conversion of 250 shares of Series B 9% Non-Cumulative Perpetual Convertible Preferred Stock of the Company (the "Series B Preferred Stock") that have been acquired by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990, under which Mr. Hodgman serves as co-trustee through a private placement offering by the Company of the Series B Preferred Stock on February 11, 2009; and (v) 56,750 shares are obtainable through the conversion of 250 shares of Series B Preferred Stock that have been acquired by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Elizabeth Lumpkin Celio dated April 20, 1990, under which Mr. Hodgman serves as co-trustee, through a private placement offering by the Company of the Series B Preferred Stock on February 11, 2009. No borrowed funds were used for any of the above-listed acquisitions. Additionally, Mr. Hodgman's percentage of beneficial ownership of shares of Common Stock has increased as a result of Common Stock repurchases under the Company's share buy-back program.

#### **Item 4. Purpose of Transaction**

Purchases of shares of Common Stock by Mr. Hodgman have been in his capacity as co-trustee of the trusts described in Item 5 below. Mr. Hodgman may purchase additional shares from time to time depending upon price, market conditions, availability of funds, evaluation of other investment opportunities, and other factors. Although Mr. Hodgman has no present intention to sell any shares, he could determine from time to time, based upon the same factors listed above for purchases, to sell some or all of the shares held by him.

Except as set forth above, Mr. Hodgman does not have any plan or proposal which relates to any of the following matters.

1. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
2. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
3. A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;
4. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
5. Any material change in the present capitalization or dividend policy of the issuer;
6. Any other material change in the issuer's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
7. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
8. Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
9. A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
10. Any action similar to any of those enumerated above.

#### **Item 5. Interest in Securities of the Issuer**

1. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current)

beneficially owned (identifying those shares which there is a right to acquire) by each person named in Item 2. The above mentioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act;

Mr. Hodgman's total beneficial ownership amounts to 497,448 shares of Common Stock, or 7.9% of the outstanding shares.

2. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared;

Mr. Hodgman holds shared voting and investment power over the following shares of Common Stock: (i) 191,974 shares held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990, under which Mr. Hodgman serves as co-trustee; (ii) 191,974 shares held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Elizabeth Lumpkin Celio dated April 20, 1990, under which Mr. Hodgman serves as co-trustee; (iii) 250 Shares of Series B Preferred Stock of the Company, which are convertible into 56,750 shares of Common Stock of the Company, held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990, and (iv) 250 Shares of Series B Preferred Stock of the Company, which are convertible into 56,750 shares of Common Stock of the Company, held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Elizabeth Lumpkin Celio dated April 20, 1990; however, Mr. Hodgman disclaims beneficial ownership of these 497,448 shares held by the foregoing trust.

3. Describe any transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D (§240.13d-191), whichever is less, by the persons named in response to paragraph (a).

During the past 60 days, Mr. Hodgman has effected no transactions in the Common Stock other than the following: (i) On February 11, 2009, the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990 purchased 250 shares of Series B Preferred Stock of the Company, which are convertible into 56,750 shares of Common Stock. The purchase was consummated in a private placement offering of the Company's Series B Preferred Stock. The price per share of the Series B Preferred Stock was \$5,000; and (ii) On February 11, 2009, the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Elizabeth Lumpkin Celio dated April 20, 1990 purchased 250 shares of Series B Preferred Stock of the Company, which are convertible into 56,750 shares of Common Stock. The purchase was consummated in a private placement offering of the Company's Series B Preferred Stock. The price per share of the Series B Preferred Stock was \$5,000.

Transaction Date	Shares or Units Purchased (Sold)	Price Per Share or Unit
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4. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required.

Other than the entities described in sub-items (a) & (b) above, to the knowledge of Mr. Hodgman, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock beneficially owned by Mr. Hodgman.

5. If applicable, state the date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities.

Not applicable.

## **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between Mr. Hodgman and any person with respect to any securities of the issuer.

## **Item 7. Material to Be Filed as Exhibits**

None.

## Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 23, 2009

Date

/s/ David R. Hodgman

Signature

David R. Hodgman

Name / Title

## Footnotes:

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)