SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended 3/31/99   Commission File No. 0-15950

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

Nevada	37-1078406
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)
201 West Main Street Urbana, Illinois	61801
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (217) 365-4556

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 1, 1999
Class A Common Stock, without par value	13,626,676

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 1999	December 31, 1998
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 29,175	$ 35,644
Federal funds sold	700	0
Securities available for sale (amort. cost 1999, $197,852; 1998, $207,531)	206,375	217,991
Loans (net of unearned interest)	686,128	662,281
Allowance for loan losses	(7,338)	(7,101)
Net loans	$ 678,790	$ 655,180
Premises and equipment	24,671	24,232
Other assets	18,735	18,484
Total assets	$ 958,446	$ 951,531
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 90,064	$ 96,555
Interest bearing	737,753	730,149
Total deposits	$ 827,817	$ 826,704
Short-term borrowings	5,900	5,900
Long-term debt	30,000	25,000
Other liabilities	7,446	6,824
Total liabilities	$ 871,163	$ 864,428
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	21,445	21,283
Retained earnings	60,460	59,028
Unrealized gain (loss) on securities available for sale, net	5,540	6,799
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$ 93,736	$ 93,401
Treasury stock, at cost	(6,026)	(5,865)
Unearned ESOP shares and deferred compensation for stock grants	(427)	(433)
Total stockholders' equity	$ 87,283	$ 87,103
Total liabilities and stockholders' equity	$ 958,446	$ 951,531
Common Shares outstanding at period end	13,709,629	13,704,938

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 1999	March 31, 1998
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 29,175	$ 42,252
Federal funds sold	700	25,300
Securities available for sale (amort. cost 1999, $197,852; 1998, $209,963)	206,375	219,752
Loans (net of unearned interest)	686,128	610,758
Allowance for loan losses	(7,338)	(7,474)
Net loans	$ 678,790	$ 603,284
Premises and equipment	24,671	24,602
Other assets	18,735	19,688
Total assets	$ 958,446	$ 934,878
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 90,064	$ 84,268
Interest bearing	737,753	716,651
Total deposits	$ 827,817	$ 800,919
Short-term borrowings	5,900	16,550
Long-term debt	30,000	25,000
Other liabilities	7,446	8,832
Total liabilities	$ 871,163	$ 851,301
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	21,445	21,219
Retained earnings	60,460	54,406
Unrealized gain (loss) on securities available for sale, net	5,540	6,363
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$ 93,736	$ 88,279
Treasury stock, at cost	(6,026)	(4,082)
Unearned ESOP shares and deferred compensation for stock grants	(427)	(620)
Total stockholders' equity	$ 87,283	$ 83,577
Total liabilities and stockholders' equity	$ 958,446	$ 934,878
Common Shares outstanding at period end	13,709,629	13,786,876

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 1999 AND 1998
(UNAUDITED)

	1999	1998
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME:		
Interest and fees on loans	$ 13,673	$13,319
Interest and dividends on investment securities:		
Taxable interest income	2,306	2,646
Non-taxable interest income	464	417
Dividends	34	35
Interest on federal funds sold	121	280
Total interest income	$ 16,598	$16,697
INTEREST EXPENSE:		
Deposits	$ 7,215	$ 7,592
Short-term borrowings	105	284
Long-term debt	368	266
Total interest expense	$ 7,688	$ 8,142
Net interest income	$ 8,910	$ 8,555
Provision for loan losses	300	650
Net interest income after provision for loan losses	$ 8,610	$ 7,905
OTHER INCOME:		
Trust	$ 988	$ 884
Commissions and brokers fees, net	355	283
Service charges on deposit accounts	732	703
Other service charges and fees	480	449
Security gains (losses), net	179	300
Trading security gains (losses), net	(1)	(1)
Gain on sales of loans	214	186
Net commissions from travel services	279	195
Other operating income	334	303
Total other income	$ 3,560	$ 3,302
OTHER EXPENSES:		
Salaries and wages	$ 3,580	$ 3,386
Employee benefits	711	665
Net occupancy expense of bank premises	647	621
Furniture and equipment expenses	730	487
Data processing	168	486
Stationery, supplies and printing	251	149
Amortization expense	341	343
Other operating expenses	1,497	1,171
Total other expenses	$ 7,925	$ 7,308
Income before income taxes	$ 4,245	$ 3,899
Income taxes	1,306	1,188
Net income	$ 2,939	$ 2,711
Other comprehensive income, before tax:		
Unrealized gains on securities:		
Unrealized holding gains (losses) arising during period	($1,758)	$ 1,165
Less reclassification adjustment for gains included in net income	(179)	(300)
Other comprehensive income, before tax	(1,937)	865
Income tax expense related to items of other comprehensive income	678	(303)
Other comprehensive income, net of tax	($1,259)	$ 562
Comprehensive income	$ 1,680	$ 3,273
BASIC EARNINGS PER SHARE	$ 0.21	$ 0.20
DILUTED EARNINGS PER SHARE	$ 0.21	$ 0.19
DIVIDENDS DECLARED PER SHARE OF COMMON STOCK	$ .110	$ 0.095

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FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1999 AND 1998
(UNAUDITED)

	1999	1998
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 2,939	$ 2,711
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,135	923
Provision for loan losses	300	650
Increase in deferred income taxes	6	6
Amortization of investment security discounts	(24)	(41)
(Gain) on sales of investment securities, net	(179)	(300)
Proceeds from sales of pooled loans	25,667	15,831
Loans originated for sale	(27,779)	(16,944)
Gain on sale of pooled loans	(214)	(186)
Loss on sale and disposition of premises and equipment	7	-
Change in assets and liabilities:		
Decrease (increase) in other assets	132	(492)
Increase in accrued expenses	(333)	1,312
Decrease in interest payable	(113)	(97)
Increase in income taxes payable	1,068	1,125
Net cash provided by operating activities	$ 2,612	$ 4,498
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of securities classified available for sale	$ 2,033	$ 16,701
Proceeds from maturities of securities classified available for sale	51,497	37,853
Purchase of securities classified available for sale	(43,648)	(57,586)
Increase in federal funds sold	(700)	(6,500)
Increase in loans	(21,636)	(6,558)
Proceeds from sale of premises and equipment	20	22
Purchases of premises and equipment	(1,254)	(2,337)
Cash acquired in acquisition of Busey Carter Travel, Inc.	-	204
Net cash (used in) investing activities	($13,688)	($18,201)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net decrease in certificates of deposit	($3,941)	($21,194)
Net increase in demand, money market and saving deposits	5,054	10,660
Cash dividends paid	(1,507)	(1,315)
Purchase of treasury stock	(352)	(886)
Proceeds from sale of treasury stock	353	391
Proceeds from short-term notes payable	-	10,000
Proceeds from long-term borrowings	5,000	15,000
Net cash provided by (used in) financing activities	$ 4,607	$ 12,656
Net increase (decrease) in cash and cash equivalents	($6,469)	($1,047)
Cash and due from banks, beginning	35,644	43,299
Cash and due from banks, ending	$ 29,175	$ 42,252

NOTE 1: INTERIM FINANCIAL STATEMENTS

The consolidated interim financial statements of First Busey Corporation and Subsidiaries are unaudited, but in the opinion of management reflect all necessary adjustments, consisting only of normal recurring accruals, for a fair presentation of results as of the dates and for the periods covered by the financial statements. The results for the interim periods are not necessarily indicative of the results of operations that may be expected for the fiscal year.

NOTE 2: LOANS

The major classifications of loans at March 31, 1999 and December 31, 1998 were as follows:

	March 31, 1999	December 31, 1998
	(Dollars in thousands)	
Commercial	$ 91,808	$ 80,958
Real estate construction	51,255	44,713
Real estate - farmland	14,776	14,184
Real estate - 1-4 family residential mortgage	252,395	246,599
Real estate - multifamily mortgage	49,758	51,888
Real estate - non-farm nonresidential mortgage	174,748	168,948
Installment	34,355	35,919
Agricultural	17,033	19,072
	$686,128	$662,281
Less:		
Allowance for loan losses	7,338	7,101
Net loans	$678,790	$655,180

The real estate-mortgage category includes loans held for sale with carrying values of $13,592,000 at March 31, 1999 and $11,266,000 at December 31, 1998; these loans had fair market values of $13,689,000 and $11,373,000, respectively.

NOTE 3: INCOME PER SHARE

Net income per common share has been computed as follows:

	Three Months Ended March 31, 1999	Three Months Ended March 31, 1998
Net income	$ 2,939,000	$ 2,711,000
Shares:		
Weighted average common shares outstanding	13,689,431	13,781,130
Dilutive effect of outstanding options, as determined by the application of the treasury stock method	298,636	235,312
Weighted average common shares outstanding, as adjusted for diluted earnings per share calculation	13,988,067	14,016,442
Basic earnings per share	$ 0.21	$ 0.20
Diluted earnings per share	$ 0.21	$ 0.19

NOTE 4: SUPPLEMENTAL CASH FLOW DISCLOSURES FOR THE THREE MONTHS ENDED MARCH 31, 1999 AND 1998.

	1999	1998
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	$ 7,801	$8,239
Income taxes	$ 185	$ 0
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Other real estate acquired in settlement of loans	$ 52	$ 0
(Decrease) increase in unrealized gain on securities available for sale	(1,937)	$ 865
(Decrease) increase in deferred income tax assets attributable to the unrealized (gain) loss on investment securities available for sale	678	($303)
Acquisition of Busey Carter Travel, Inc.:		
Working capital including cash		$ 561
Premises and equipment		23
Intangibles and other assets		241
Common stock issued from treasury to acquire Busey Travel, Inc.		$ 825

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis of the financial condition of First Busey Corporation and Subsidiaries ("Corporation") at March 31, 1999 (unaudited) when compared with December 31, 1998 and the results of operations for the three months ended March 31, 1999 and 1998 (unaudited). This discussion and analysis should be read in conjunction with the Corporation's consolidated financial statements and notes thereto appearing elsewhere in this quarterly report.

FINANCIAL CONDITION AT MARCH 31, 1999 AS COMPARED TO DECEMBER 31, 1998

Total assets increased $6,915,000, or 0.7%, to $958,446,000 at March 31, 1999 from $951,531,000 at December 31, 1998.

Securities available for sale decreased $11,616,000 or 5.3%, to $206,375,000 at March 31, 1999 from $217,991,000 at December 31, 1998.

Loans increased $23,847,000 or 3.6%, to $686,128,000 at March 31, 1999 from $662,281,000 at December 31, 1998, primarily due to increases in commercial, real estate construction, 1-4 family residential mortgages, and non-farm, non-residential mortgages. These increases were partially offset by decreases in multi-family mortgage loans, installment, and agricultural loans.

Total deposits increased $1,000, or 0.1%, to $827,817,000 at March 31, 1999 from $826,704,000 at December 31, 1998. Non-interest bearing deposits decreased 6.7% to $90,064,000 at March 31, 1999 from $96,555,000 at December 31, 1998. Interest bearing deposits increased 1.0% to $737,753,000 at March 31, 1999 from $730,149,000 at December 31, 1998. Long-term borrowings increased $5,000,000 to $30,000,000 at March 31, 1999, as compared to $25,000,000 at December 31, 1998. Proceeds from the increase in long-term borrowings were used to fund loan growth.

In the first three months of 1999, the Corporation repurchased 18,959 shares of its common stock at an aggregate cost of $352,000. The Corporation is purchasing shares for the treasury as they become available in order to meet future issuance requirements of previously granted non-qualified stock options. As of March 31, 1999, 65,930 of the 266,882 options which became exercisable on January 1, 1997 (and expire December 31, 1999), have not yet been exercised, 18,300 of the 63,900 options which became exercisable on January 1, 1998 (and expire December 31, 1999) have not yet been exercised, and all of the 2000 options which became exercisable on January 1, 1999, (and expire on December 31, 1998) have not yet been exercised.

The following table sets forth the components of non-performing assets and past due loans.

	March 31, 1999	December 31,1998
	(Dollars in thousands)	
Non-accrual loans	$ 611	$ 526
Loans 90 days past due, still accruing	1,439	1,052
Restructured loans	-	-
Other real estate owned	307	320
Non-performing other assets	8	14
Total non-performing assets	$2,365	$1,912
Total non-performing assets as a percentage of total assets	0.25%	0.20%
Total non-performing assets as a percentage of loans plus non-performing assets	0.34%	0.29%

The ratio of non-performing assets to loans plus non-performing assets increased to 0.34% at March 31, 1999 from 0.29 % at December 31, 1998. This was due to increases in the balance of non-accrual loans and loans 90 days past due and still accruing.

RESULTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 1999 AS COMPARED TO MARCH 31, 1998

SUMMARY

Net income for the three months ended March 31, 1999 increased 8.4% to $2,939,000 as compared to $2,711,000 for the comparable period in 1998. Diluted earnings per share increased 10.5% to $.21 at March 31, 1999 as compared to $.19 for the same period in 1998.

Operating earnings, which exclude security gains (losses) and the related tax expense (benefit), were $2,823,000, or $.20 per share for the three months ended March 31, 1999, as compared to $2,516,000, or $.18 per share for the same period in 1998.

The Corporation's return on average assets was 1.25% for the three months ended March 31, 1999, as compared to 1.20% achieved for the comparable period in 1998. The return on average assets from operations of 1.20% for the three months ended March 31, 1999 was a slight improvement over the 1.11% achieved in the comparable period of 1998.

Net interest margin, the Corporation's net interest income expressed as a percentage of average earning assets stated on a fully taxable equivalent basis, was 4.22% for the three months ended March 31, 1999, as compared to 4.21% for the same period in 1998. The net interest margin expressed as a percentage of average total assets, also on a fully taxable equivalent basis, was 3.93% for the three months ended March 31, 1999, compared to 3.91% for the same period in 1998.

During the three months ended March 31, 1999, the Corporation recognized security gains of approximately $116,000, after income taxes, representing 4.0% of net income. During the same period in 1998, security gains of approximately $195,000 after income taxes were recognized, representing 7.2% of net income.

INTEREST INCOME

Interest income, on a tax equivalent basis, for the three months ended March 31, 1999 decreased 0.5% to $16,903,000 from $16,994,000 for the comparable period in 1998. The decrease in interest income resulted from decreases in the average yield on all categories of interest-earning assets and decreases in the average balances in fed funds sold and U.S. Government obligations. These were partially offset by the effect of the increase in average loan balances. The average yield on interest-earning assets decreased 35 basis points for the three months ended March 31, 1999, as compared to the same period in 1998, due primarily to the decline in market interest rates offset by the growth in loan balances.

INTEREST EXPENSE

Total interest expense decreased 5.6% for the three months ended March 31, 1999 as compared to the prior year period. The decrease resulted primarily from decreases in the average balances of time deposits and other short-term borrowings, combined with lower rates on savings and time deposits for the three months ended March 31, 1999, as compared to the same period in 1998.

PROVISION FOR LOAN LOSSES

The provision for loan losses of $300,000 for the three months ended March 31, 1999 is $350,000 less than the provision for the comparable period in 1998. The provision and the low level of net charge-offs for the period resulted in the reserve representing 1.07% of total loans on March 31, 1999, consistent with the 1.07% level at December 31, 1998. The adequacy of the reserve for loan losses is consistent with management's consideration of the composition of the portfolio, recent credit quality experience, and prevailing economic conditions.

OTHER INCOME, OTHER EXPENSE AND INCOME TAXES

Total other income, excluding security transactions, increased 12.6% for the three months ended March 31, 1999 as compared to the same period in 1998. This was a combination of increased trust revenue, other service charges and fees, and other operating income. Gains of $214,000 were recognized on the sale of $25,454,000 of loans for the three months ended March 31, 1999 as compared to gains of $186,000 on the sale of $15,645,000 of loans in the prior year period.

Management anticipates continued sales from the current mortgage loan production of the Corporation if mortgage loan originations allow and the sales of the loans are necessary to maintain the asset/liability structure that the Corporation is trying to effect. The Corporation may realize gains and/or losses on these sales dependent upon interest rate movements and upon how receptive the debt markets are to mortgage backed securities.

Total other expense increased 8.4% or $617,000 for the three months ended March 31, 1999 as compared to the same period in 1998.

Salaries and wages expense increased $194,000 or 5.7% and employee benefits expense increased $46,000 or 6.9% for the three months ended March 31, 1999, as compared to the same period last year. The Corporation had 439 and 422 full-time-equivalent employees as of March 31, 1999 and 1998, respectively. Occupancy and furniture and equipment expenses increased 24.3% to $1,377,000 for the three months ended March 31, 1999 from $1,108,000 in the prior year period. Data processing expense decreased $318,000 to $168,000 for the three months ended March 31, 1999 from the prior year period. Other operating expenses increased $426,000 or 25.6% for the three months ended March 31, 1999 from the prior year period.

The Corporation's net overhead expense, total non-interest expense less non-interest income divided by average assets, increased to 1.94% for the three months ended March 31, 1999 from 1.90% in the prior year period as a result of the income and expense items described above.

The Corporation's efficiency ratio is defined as operating expenses divided by net revenue. (More specifically it is defined as non interest expense expressed as a percentage of the sum of tax equivalent net interest income and non interest income, excluding security gains and amortization expense). The consolidated efficiency ratio for the three months ended March 31, 1999 was 60.21% as compared to 58.80% for the prior year period. When the gains on the sales of loans are excluded, these ratios are 61.30% and 59.70%, respectively. The change in the current year efficiency ratio is due to the income and expense items noted above.

Income taxes for the three months ended March 31, 1999 increased to $1,306,000 as compared to $1,188,000 for the comparable period in 1998 due to the higher level of pre-tax income. As a percent of income before taxes, the provision for income taxes increased to 30.8% for the three months ended March 31, 1999 from 30.5% for the same period in 1998.

NEW ACCOUNTING PRONOUNCEMENTS

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued in June 1998 by the Financial Accounting Standards Board. The Statement is effective for all fiscal quarters of fiscal years beginning after June 15, 1999. Because the Corporation does not use derivatives, management does not believe the adoption of the Statement will have a material impact on the consolidated financial statements.

REPORTABLE SEGMENTS AND RELATED INFORMATION

First Busey Corporation has two reportable segments, Busey Bank and First Busey Trust & Investment Co. Busey Bank provides a full range of banking services to individual and corporate customers through its branch network in central Illinois, through its branch in Indianapolis, Indiana, and through its loan production office in Fort Myers, Florida. First Busey Trust & Investment Co. provides trust and asset management services to individual and corporate customers throughout central Illinois.

The Corporation's two reportable segments are strategic business units that are separately managed as they offer different products and services and have different marketing strategies.

The segment financial information provided below has been derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Corporation. The accounting policies of the two segments are the same as those described in the summary of significant accounting policies. The Corporation accounts for intersegment revenue and transfers at current market value.

The following summarized information relates to the company's reportable segments, in thousands:

March 31, 1999

	Busey Bank	First Busey Trust & Investment Co.	All Other	Totals	Eliminations	Consolidated Totals
Interest income	$ 16,528	$ 45	$ 26	$ 16,599	$ (1)	$ 16,598
Interest expense	7,589	-	92	7,681	$ 7	7,688
Other income	2,003	999	4,172	7,174	$ (3,614)	3,560
Net income	2,861	357	3,081	6,299	$ (3,360)	2,939
Total assets	944,218	3,704	103,375	1,051,297	$ (92,851)	958,446

March 31, 1998

	Busey Bank	First Busey Trust & Investment Co.	All Other	Totals	Eliminations	Consolidated Totals
Interest income	$ 16,453	$ 39	$ 208	$ 16,700	$ (3)	$ 16,697
Interest expense	7,864	-	271	8,135	$ 7	8,142
Other income	1,910	896	3,947	6,753	$ (3,451)	3,302
Net income	2,868	318	2,736	5,922	$ (3,211)	2,711
Total assets	909,618	3,218	120,335	1,033,171	$ (98,293)	934,878

LIQUIDITY

Liquidity is the availability of funds to meet all present and future financial obligations arising in the daily operations of the business at a minimal cost. These financial obligations consist of needs for funds to meet extensions of credit, deposit withdrawals and debt servicing.

The sources of short-term liquidity utilized by the Corporation consist of non-reinvested asset maturities, deposits and capital funds. Additional liquidity is provided by bank lines of credit, repurchase agreements and the ability to borrow from the Federal Reserve Bank and the Federal Home Loan Bank. The Corporation does not deal in or use brokered deposits as a source of liquidity. The Corporation has an operating line with American National Bank and Trust Company of Chicago in the amount of $10,000,000 with $4,500,000 available as of March 31, 1999. Long-term liquidity needs will be satisfied primarily through retention of capital funds.

The Corporation's dependence on large liabilities (defined as time deposits over $100,000 and short-term borrowings) increased slightly to 8.5% at March 31, 1999 from 8.4% at December 31, 1998. This is the ratio of total large liabilities to total liabilities. This change was due to a $2,233,000 increase in time deposits over $100,000 partially offset by the increase in long-term debt.

CAPITAL RESOURCES

Other than from the issuance of common stock, the Corporation's primary source of capital is retained net income. During the three months ended March 31, 1999, the Corporation earned $2,939,000 and paid dividends of $1,507,000 to stockholders, resulting in a retention of current earnings of $1,432,000. The Corporation's dividend payout for the three months ended March 31, 1999 was 51.3%. The Corporation's risk-based capital ratio was 13.55% and the leverage ratio was 8.01%as of March 31 1999, as compared to 13.23% and 7.87% respectively as of December 31, 1998. The Corporation and its bank subsidiary were well above all minimum required capital ratios as of March 31, 1999.

MARKET RISK

Market risk is the risk of change in asset values due to movements in underlying market rates and prices. Interest rate risk is the risk to earnings and capital arising from movements in interest rates. Interest rate risk is the most significant market risk affecting the Corporation as other types of market risk, such as foreign currency exchange rate risk and commodity price risk, do not arise in the normal course of the Corporation's business activities.

The Corporation's banking subsidiary, Busey Bank, has an asset-liability committee which meets monthly to review current market conditions and attempt to structure the banks' balance sheets to ensure stable net interest income despite potential changes in interest rates with all other variables constant.

The asset-liability committees use gap analysis to identify mismatches in the dollar value of assets and liabilities subject to repricing within specific time periods. The Funds Management Policy established by Busey Bank's asset-liability committee and approved by the Corporation's board of directors establishes guidelines for maintaining the ratio of cumulative rate-sensitive assets to rate sensitive liabilities within prescribed ranges at certain intervals. A summary of the Corporation's gap analysis is summarized in the Rate Sensitive Assets and Liabilities section of this report.

The committee does not rely solely on gap analysis to manage interest-rate risk as interest rate changes do not impact all categories of assets and liabilities equally or simultaneously. The asset-liability committee supplements gap analysis with balance sheet and income simulation analysis to determine the potential impact on net interest income of changes in market interest rates. In these simulation models the balance sheet is projected over a one-year period and net interest income is calculated under current market rates, and then assuming permanent instantaneous shifts in the yield curve of +/-100 basis points and +/- 200 basis points. These interest-rate scenarios indicate the interest rate risk of the Corporation over a one-year time horizon due to changes in interest rates, as of March 31, 1999, is as follows:

	Basis Point Changes			
	-200	-100	+100	+200
Percentage change in net interest income due to an immediate change in interest rates over a one-year period	-2.19%	-.70%	-.74%	-1.43%

YEAR 2000 COMPLIANCE
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The "Year 2000" is an issue due to the fact that computer programmers and other designers of microprocessor controlled systems have used only the last two digits to refer to a year. As the calendar moves from December 31, 1999 to January 1, 2000, systems may be unable to distinguish between the year 1900 and 2000. This could result in inaccurate processing of information that is date related which could cause a variety of problems for businesses.

First Busey Corporation has appointed a Year 2000 Project Team, headed by a full-time project coordinator to manage the project. The team members come from all areas of the organization and have experience with the processes and systems in use by the organization.

The Corporation's software and hardware systems provide essential support to all of its businesses. Failure to properly address Year 2000 issues could result in an adverse affect on the daily operations and financial performance of the Corporation. Additionally, those on whom Corporation relies or does business with could also adversely affect the organization if they are not properly prepared. Given the number of possible scenarios it is virtually impossible to determine the potential cost of problems should the Corporation's remediation efforts or the efforts of those with whom it does business not be successful. In addition should the Corporation fail to make satisfactory progress toward Year 2000 preparedness or not fully comply with government agency mandated steps there could be steps taken by state or federal regulators that would adversely affect the Corporation's business.

The project team has employed a five-step plan to effectively deal with all aspects of the Y2K issue. The first step is awareness during which the project was defined. This was followed closely be the assessment phase where all software, hardware, equipment, physical plant issues and forms were inventoried and a priority assigned as to the importance in overall operations. Items included in the physical plant inventory were HVAC systems, security systems, vaults, and elevators among others.

The third step of the project plan is renovation. This involves making changes to existing items, elimination of unnecessary items or replacement of items. During 1997 and early 1998 Busey Bank conducted a search process to select a new core processing system to replace the system then processed by a third party vendor. The third party processor undertook a project to consolidate systems requiring Busey Bank to convert to another of their systems. The bank took this opportunity to review all options available and select a solution that would be Year 2000 compliant.

The fourth step of the Year 2000 project plan is validation, which involves testing all mission critical items. This step was completed as of March 31, 1999. Testing will continue throughout 1999 on non-mission critical systems. The testing will be done on all systems even those such as the core banking applications that were purchased as being Year 2000 compliant. Any systems that have changes made after the initial testing will be re-tested to insure that they remain compliant. The Corporation relies on entities such as the Federal Reserve to conduct banking business. Testing has been done with the Federal Reserve to insure that the services used will be available.

The fifth step of the Corporation's Year 2000 project plan is implementation. This phase involves the review of test results by end users to verify that performance is as expected. The Corporation has completed all five steps of the plan as of March 31, 1999.

In addition to the five-step project plan, First Busey Corporation has also undertaken the challenge to review its customer base and business suppliers for compliance. Several approaches have been taken to achieve an understanding of how well prepared these groups are. Questionnaires have been sent to the Corporation's significant customers and suppliers. These questionnaires were followed up with personal interviews when questionnaire answers did not provide clear indications of the entities' preparedness. The Corporation cannot control the success of any given entity's preparations but is merely trying to have as complete an understanding as possible about all aspects of its business.

First Busey Corporation has also developed a business continuity plan to implement should a problem arise. This business continuity plan is complete and will be tested several times prior to the end of 1999. The first test was successfully completed on March 23, 1999. The plan was developed with three scenarios the most critical of which is worst case where there would be no utilities of any kind. The organization has five back-up generators for operating customer service locations and a large generator to power the data processing center, which will support the most critical operations functions.

First Busey Corporation has developed an education program in conjunction with its Year 2000 efforts. The Corporation has provided mandatory training for all in-house personnel. The Corporation has also taken a leadership role in educating the community about the Year 2000 issues through public forums, radio and television sessions, and meetings with community organizations to educate the people in the county about the Year 2000 issues. It is important that the citizens of the communities which the Corporation serves understand what the Year 2000 issues are and also understand the plans and progress that individuals, businesses and government are making to minimize any negative effects of Year 2000.

First Busey Corporation is monitoring its liquidity position and has established a liquidity contingency plan should any unlikely situations occur which would create a need for additional liquidity.

The estimated expense for Busey's Year 2000 renovation efforts is $155,000. The cost of in-house personnel that performed testing and other functions for the Year 2000 project plan is not included, with the exception of the full time Year 2000 Project Coordinator. Of this total figure $67,600 was expensed in 1998. The remaining amount is for projected expenses not yet incurred. Funding for these expenses has been including in the operating budget. Expenses related to the in-house data processing solution conversion are considered to be in the normal course of business and not Year 2000 related.

RATE SENSITIVE ASSETS AND LIABILITIES

Interest rate sensitivity is a measure of the volatility of the net interest margin as a consequence of changes in market rates. The rate-sensitivity chart shows the interval of time in which given volumes of rate-sensitive, earning assets and rate-sensitive, interest bearing liabilities would be responsive to changes in market interest rates based on their contractual maturities or terms for repricing. It is however, only a static, single-day depiction of the Corporation's rate sensitivity structure, which can be adjusted in response to changes in forecasted interest rates.

The following table sets forth the static rate-sensitivity analysis of the Corporation as of March 31, 1999.

	Rate Sensitive Within					
	1-30 Days	31-90 Days	91-180 Days	181 Days - 1 Year	Over 1 Year	Total
	(Dollars in thousands)					
Federal funds sold	$ 700	$ -	$ -	$ -	$ -	$ 700
Investment securities						
U.S. Governments	12,954	15,962	11,026	38,190	67,994	146,126
Obligations of states and political subdivisions	241	379	-	3,593	35,613	39,826
Other securities	6,913	202	758	760	11,790	20,423
Loans (net of unearned int.)	217,002	60,079	66,315	102,825	239,907	686,128
Total rate-sensitive assets	$ 237,810	$ 76,622	$ 78,099	$ 145,368	$355,304	$893,203
Interest bearing transaction	$ 31,198	-	-	-	-	$ 31,198
deposits	88,614	-	-	-	-	88,614
Savings deposits	285,244	-	-	-	-	285,244
Money market deposits	45,944	54,543	64,437	82,383	85,390	332,697
Time deposits						
Short-term borrowings:						
Federal funds purchased & repurchase agreements	-	-	-	-	-	-
Other	5,900	-	-	-	-	5,900
Long-term debt	-	-	-	5,000	25,000	30,000
Total rate-sensitive liabilities	$ 456,900	$ 54,543	$ 64,437	$ 87,383	$110,390	$773,653
Rate-sensitive assets less rate-sensitive liabilities	($219,090)	$ 22,079	$ 13,662	$ 7,985	$244,914	$119,550
Cumulative Gap	($219,090)	($197,011)	($183,349)	($125,364)	$119,550	
Cumulative amounts as a percentage of total rate-sensitive assets	-24.53%	-22.06%	-20.53%	-14.04%	13.38%	
Cumulative ratio	0.52x	0.61x	0.68x	0.81x	1.15x	

The foregoing table shows a negative (liability sensitive) rate-sensitivity gap of $219.0 million in the 1-30 day repricing category. The gap beyond 30 days becomes slightly less liability sensitive as rate-sensitive assets that reprice in those time periods are greater in volume than rate-sensitive liabilities that are subject to repricing in the same respective time periods. The composition of the gap structure at March 31, 1999 will benefit the Corporation more if interest rates fall during the next 30 days by allowing the net interest margin to grow as liability rates would reprice more quickly than rates on interest rate-sensitive assets. After 30 days, a rate increase would benefit the Corporation because the volume of rate-sensitive assets repricing would exceed the volume of rate-sensitive liabilities that would be repricing.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
AVERAGE BALANCE SHEETS AND INTEREST RATES
QUARTERS ENDED MARCH 31, 1999 AND 1998

	1999			1998		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$ 10,532	$ 121	4.66%	$ 20,616	$ 280	5.51%
Investment securities						
U.S. Government obligations	149,384	2,116	5.74%	170,876	2,436	5.78%
Obligations of states and political subdivisions (1)	38,456	714	7.53%	31,890	642	8.16%
Other securities	21,029	224	4.32%	21,941	246	4.55%
Loans (net of unearned interest) (1) (2)	666,260	13,728	8.36%	606,971	13,390	8.95%
Total interest earning assets	$885,661	$16,903	7.74%	$852,294	$16,994	8.09%
Cash and due from banks	29,714			32,636		
Premises and equipment	24,487			23,309		
Reserve for possible loan losses	(7,203)			(7,011)		
Other assets	19,094			17,432		
Total Assets	$951,753			$918,660		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$ 13,278	$ 52	1.59%	$ 10,965	$ 52	1.92%
Savings deposits	85,856	645	3.05%	80,497	662	3.34%
Money market deposits	300,737	2,244	3.03%	261,922	1,898	2.94%
Time deposits	334,485	4,274	5.18%	363,132	4,980	5.56%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	481	6	5.06%	419	6	5.81%
Other	5,900	99	6.81%	14,050	278	8.02%
Long-term debt	27,111	368	5.50%	18,944	266	5.69%
Total interest bearing liabilities	$767,848	$ 7,688	4.06%	$749,929	$ 8,142	4.40%
Net interest spread			3.68%			3.69%
Demand deposits	89,223			78,479		
Other liabilities	7,891			7,815		
Stockholders' equity	86,791			82,437		
Total Liabilities and Stockholders' Equity	$951,753			$918,660		
Interest income / earning assets (1)	$885,661	$16,903	7.74%	$852,294	$16,994	8.09%
Interest expense / earning assets	$885,661	$ 7,688	3.52%	852,294	8,142	3.87%
Net interest margin (1)		$ 9,215	4.22%		$ 8,852	4.21%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1999 and 1998.
(2) Non-accrual loans have been included in average loans, net of unearned interest.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CHANGES IN NET INTEREST INCOME
QUARTERS ENDED MARCH 31, 1999 AND 1998

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	($121)	($38)	($159)
Investment securities:			
U.S. Government obligations	(305)	(15)	(320)
Obligations of states and political subdivisions (2)	116	(44)	72
Other securities	(10)	(12)	(22)
Loans (2)	1,042	(704)	338
Change in interest income (2)	$ 722	($813)	($91)
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	($2)	$ 2	$ 0
Savings deposits	57	(74)	(17)
Money market deposits	288	58	346
Time deposits	(378)	(328)	(706)
Short-term borrowings:			
Federal funds purchased and repurchase agreements	0	0	0
Other	(142)	(37)	(179)
Long-term debt	111	(9)	102
Change in interest expense	($66)	($388)	($454)
Increase in net interest income (2)	$ 788	($425)	$ 363

(1) Changes due to both rate and volume have been allocated proportionally.
(2) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1999 and 1998.

ITEM 4:

The annual meeting of Stockholders of First Busey Corporation was held on April 20, 1999. At that meeting, the following matters were approved by the Stockholders:

1. Election of the following fourteen (14) directors to serve until the next annual meeting of stockholders:

Joseph M. Ambrose	Samuel P. Banks
T. O. Dawson	Victor F. Feldman
Kenneth M. Hendren	E. Phillips Knox
P. David Kuhl	V. B. Leister, Jr.
Douglas C. Mills	Linda M. Mills
Robert C. Parker	David C. Thies
Edwin A. Scharlau II	Arthur R. Wyatt

2. To consider and act upon the proposed Restated Articles of Incorporation of the Company, revised to delete all references to the authorization of Class B Common Stock, none of which is currently outstanding.

For:	10,801,523	(79.26%)
Against:	7,438	(0.05%)
Abstain:	85,513	(0.62%)

3. To approve the First Busey Corporation 1999 Stock Option Plan.

For:	10,697,607	(78.50%)
Against:	74,574	(0.54%)
Abstain:	122,293	(0.89%)

4. Ratification of the appointment of McGladrey & Pullen, LLP as independent auditors for the fiscal year ending December 31, 1999.

For:	10,714,157	(78.63%)
Against:	30,238	(0.22%)
Abstain:	150,079	(1.10%)

ITEM 5:

Exhibits and Reports on Form 8-K

(a) During the three months ended March 31, 1999, the Corporation filed a report on Form 8-K dated February 25, 1999, relating to a press release dated February 19, 1999, announcing a program to repurchase up to 500,000 shares of its common stock.

(b) Following are the Restated Articles of Incorporation approved by the Shareholders of Record at the April 20, 1999 Annual Shareholders' Meeting:

RESTATED ARTICLES OF INCORPORATION

OF

FIRST BUSEY CORPORATION

First. The name of the corporation (hereinafter called the Corporation) is:

First Busey Corporation

Second. The address of the Corporation's Registered Office in the State of Nevada is 3800 Howard Hughes Parkway, Las Vegas, Nevada, County of Clark, 89109. The name of the Corporation's Registered Agent at such address is Vargas & Bartlett.

Third. The nature of the business or purposes of the Corporation is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Nevada Revised Statutes.

Fourth. A. Classes and Number of Shares. The total number of shares of all classes of stock the Corporation shall have authority to issue is 41,000,000 shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

1. 40,000,000 shares of Common Stock, without par value.

2. 1,000,000 shares of Preferred Stock, without par value.

B. Powers and Rights of Common Stock.

1. Voting Rights and Powers. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his name.

2. Dividends and Distributions.

a. Cash Dividends. When cash dividends may be declared by the Board of Directors, and for purposes of calculating the cash dividend to be paid on shares of the Common Stock, the amount of the cash dividend declared and payable on shares of the Common Stock, determined in accordance with this provision, may be rounded up to the next highest half cent or fraction thereof.

b. Other Dividends and Distributions. Each share of the Common Stock shall be equal in respect of rights to dividends (other than cash) and distributions, when and as declared, in the form of stock or other property of the Corporation, except that in the case of dividends or other distributions payable in stock of the Corporation, including distributions pursuant to stock split-ups or divisions, only shares of the Common Stock shall be distributed with respect to the Common Stock.

3. Other Rights. Except as otherwise required by the Nevada Revised Statutes, or as otherwise provided in the Articles of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation.

4. Issuance of the Common Stock. The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all of the authorized but unissued shares of the Common Stock for such purposes, in such amounts, to such persons, corporations or entities, for such consideration, all as the Board of Directors at its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.

C. Powers and Rights of Preferred Stock.

1. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors may determine. Each such series shall be given a distinguishing designation. All shares of any one series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of such series, with those of other shares of Preferred Stock.

2. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the establishment and/or issuance of any series of Preferred Stock, the designation of such series and the preferences, limitations and relative rights of the shares of such series, including the following:

a. The distinctive designation and number of shares comprising such series, which number may (except as otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;

b. The voting rights, if any, which shares of that series shall have, which may be special, conditional, limited or otherwise;

c. The rate of dividends, if any, on the shares of that series, whether dividends shall be non-cumulative, cumulative to the extent earned, partially cumulative or cumulative (and, if cumulative, from which date or dates), whether dividends shall be payable in cash, property or rights, or in shares of the Corporation's capital stock, and the relative rights of priority, if any, of payment of dividends on shares of that series over shares of any other series or over the Common Stock;

d. Whether the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, the event or events upon or after which they shall be redeemable, whether they shall be redeemable at the option of the Corporation, the stockholder or another person, the amount per share payable in case of redemption (which amount may vary under different conditions and at different redemption dates), whether such amount shall be a designated amount or an amount determined in accordance with a designated formula or by reference to extrinsic data or events and whether such amount shall be paid in cash, indebtedness, securities or other property or rights, including securities of any other corporation;

e. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms of and amounts payable into such sinking fund;

f. The rights to which the holders of the shares of that series shall be entitled in the event of voluntary or involuntary dissolution or liquidation of the Corporation, and the relative rights of priority, if any, of payment of shares of that series over shares of any other series or over the Common Stock in any such event;

g. Whether the shares of that series shall be convertible into or exchangeable for cash, shares of stock of any other class or any other series, indebtedness, or other property or rights, including securities of another corporation, and, if so, the terms and conditions of such conversion or exchange, including the rate or rates of conversion or exchange, and whether such rate shall be a designated amount or an amount determined in accordance with a designated formula or by reference to extrinsic data or events, the date or dates upon or after which they shall be convertible or exchangeable, the duration for which they shall be convertible or exchangeable, the event or events upon or after which they shall be convertible or exchangeable, and whether they shall be convertible or exchangeable at the option of the Corporation, the stockholder or another person, and the method (if any) of adjusting the rate of conversion or exchange in the event of a stock split, stock dividend, combination of shares or similar event;

h. Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series; and

i. Any other preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of this Article and to the full extent now or hereafter permitted by the laws of the State of Nevada.

Fifth. The number of directors shall be fixed by, or in the manner provided in, the By-Laws.

Sixth. The Corporation shall have perpetual existence.

Seventh. The stockholders, officers or directors of the Corporation shall not be personally liable for the payment of the Corporation's debts except as they may be liable by reason of their own conduct or acts.

Eighth. The Board of Directors is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation, subject to the power of the stockholders of the Corporation, to alter or repeal any By-Laws of the Corporation.

Ninth. The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in the Articles of Incorporation and add or insert any other provision authorized by the laws of the State of Nevada in the manner now or hereafter prescribed by law. All rights, preferences or privileges of whatever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights now reserved in this Article.

Tenth. No director or officer shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty, provided that this Section shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the payment of distributions in violation of Section 78.300 of the Nevada Revised Statutes.

Eleventh. Meetings of stockholders may be held within or without the State of Nevada, as the By-Laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Nevada at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation, except as otherwise required by the Nevada Revised Statutes. Election of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

Twelveth. The Corporation expressly elects not to be governed by Sections 78.411-78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended or supplemented from time to time.

Thirteenth. The Corporation shall, to the fullest extent permitted by Section 78.751 of the Nevada Revised Statutes, as the same may be amended or supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section 78.751, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

In Witness Whereof, the undersigned officers hereby declare that the statements made in the foregoing correctly sets forth the text of the Articles of Incorporation of the Corporations adopted and amended at a meeting of the shareholders and directors on April 20, 1999.

Dated: April 22, 1999

SIGNATURES:

//Douglas C. Mills//	//Barbara J. Kuhl//
- ----------------------------	-------------------------
Douglas C. Mills, President	Barbara J. Kuhl, Secretary

Subscribed and sworn to before me this 22nd day of April, 1999.

	(Seal)
- ----------------------------	-------------------------
Notary Public	

Commission expires __________,_____.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused the report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST BUSEY CORPORATION
(REGISTRANT)

By: //Barbara J. Jones//

Barbara J. Jones
Senior Vice President and
Chief Financial Officer
(Principal financial and accounting officer)

Date: May 14, 1999

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DEC-31-1999
MAR-31-1999
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206,375
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