

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **May 19, 2009**

First Busey Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

0-15959
(Commission File Number)

37-1078406
(I.R.S. Employer Identification
No.)

201 W. Main St.
Urbana, Illinois 61801
(Address of principal executive offices) (Zip code)

(217) 365-4516
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

- 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))

Item 8.01 Other Events.

On May 19, 2009, the Registrant made available the presentation slides attached hereto as exhibit 99.1 from its 2009 Annual Meeting of Shareholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Presentation slides from First Busey Corporation's 2009 Annual Meeting of Shareholders held on May 19, 2009.

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Signature

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

Date: May 22, 2009

FIRST BUSEY CORPORATION

By: /s/ Barbara J. Harrington
Name: Barbara J. Harrington
Title: Chief Financial Officer

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First Busey Corporation

29th Annual Shareholders' Meeting



May 19, 2009

Busey

Agenda

- Welcome
Douglas C. Mills, Chairman of the Board
- Call to Order - Affidavit of Mailing
- Introduction of Proxy Committee
- Proxy Issues
 - Election of 10 Directors & Non-Binding Advisory Proposal
- CEO Comments –
Van A. Dukeman, President & CEO
- Questions & Answers
- Coffee & Dessert Reception



FORWARD-LOOKING STATEMENTS

This presentation may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, plans, objectives, future performance and business of First Busey. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of First Busey's management and on information currently available to management, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "plan," "intend," "estimate," "may," "will," "would," "could," "should" or other similar expressions. Additionally, all statements in this presentation, including forward-looking statements, speak only as of the date they are made, and we undertake no obligation to update any statement in light of new information or future events. A number of factors, many of which are beyond our ability to control or predict, could cause actual results to differ materially from those in its forward-looking statements. These factors include, among others, the following: (i) the strength of the local and national economy; (ii) the economic impact of any future terrorist threats or attacks; (iii) changes in state and federal laws, regulations and governmental policies concerning First Busey's general business; (iv) changes in interest rates and prepayment rates of First Busey's assets; (v) increased competition in the financial services sector and the inability to attract new customers; (vi) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (vii) the loss of key executives or employees; (viii) changes in consumer spending; (ix) unexpected results of acquisitions; (x) unexpected outcomes of existing or new litigation involving First Busey; and (xi) changes in accounting policies and practices. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning First Busey and its business, including additional factors that could materially affect our financial results, is included in First Busey's filings with the Securities and Exchange Commission.



Election of Directors



Election of Directors



Joseph M. Ambrose

Mr. Ambrose is President and Chief Executive Officer of Horizon Hobby, Inc.



David J. Downey

Mr. Downey is President of The Downey Group, Inc.



Election of Directors



Van A. Dukeman

Mr. Dukeman is the President and Chief Executive Officer of First Busey Corporation and Busey Bank.



David L. Ikenberry

Dr. Ikenberry is a Professor of Finance and Associate Dean for Executive Programs at the University of Illinois-Urbana.

Busey

Election of Directors



E. Phillips Knox

Mr. Knox is an attorney with the firm Tummelson Bryan & Knox, LLP.



V. B. Leister, Jr.

Mr. Leister is Chairman of the Board of Carter's Furniture, Inc.

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Election of Directors



Gregory B. Lykins

Mr. Lykins is Vice-Chairman of First Busey Corporation and serves on the Board of Directors of Busey Bank and Busey Wealth Management, Inc.



August C. Meyer, Jr.

Mr. Meyer is Chairman and President of Midwest Television, Inc.

Busey

Election of Directors



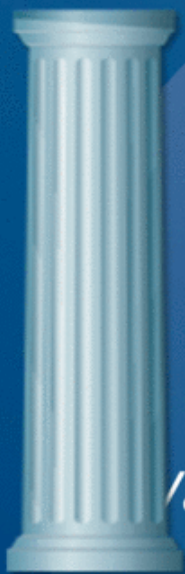
Douglas C. Mills

Mr. Mills is Chairman of First Busey Corporation and has been since its incorporation.



George T. Shapland

Mr. Shapland is President of Shapland Management Company.



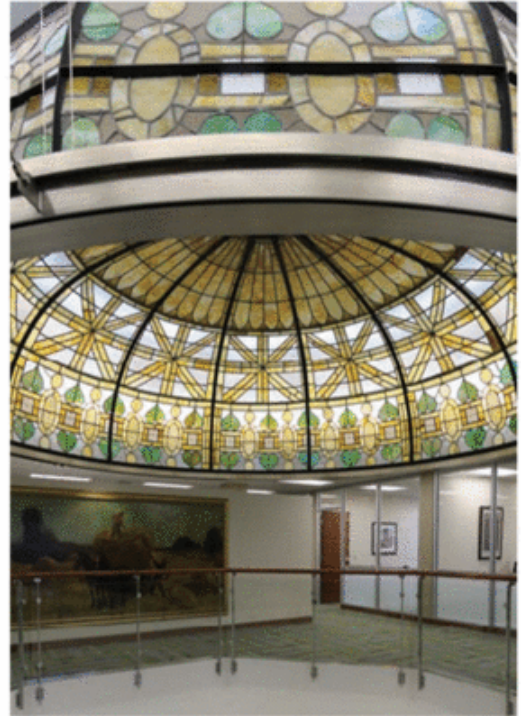
First Busey Corporation *CEO Comments*

Van A. Dukeman, President and CEO



Welcome

- **Busey Bank Headquarters**
 - *“The Oculus”*
- **Rich Heritage**
 - Stained glass original to the Trevett-Mattis Banking Company Building (1910)
 - Moved to University Ave. (1982)
 - Restored during remodel (2008)



“The Oculus”

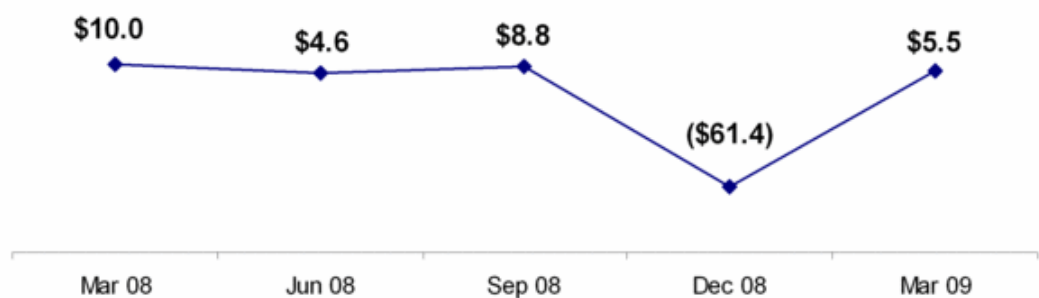
Busey

FBC Performance & Outlook



Current Financial Review

- Net Income Available to Common Stockholders

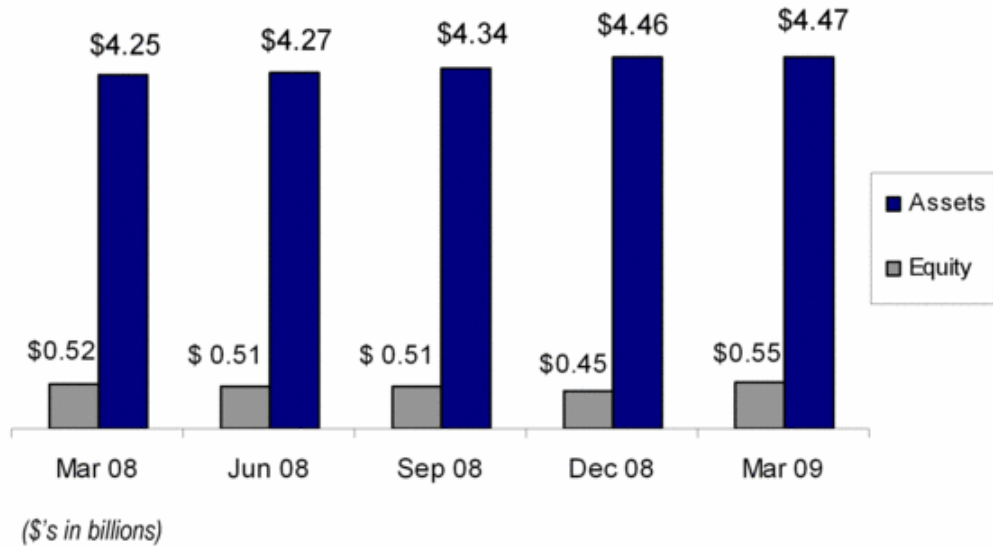


(\$'s in millions)



Current Financial Review

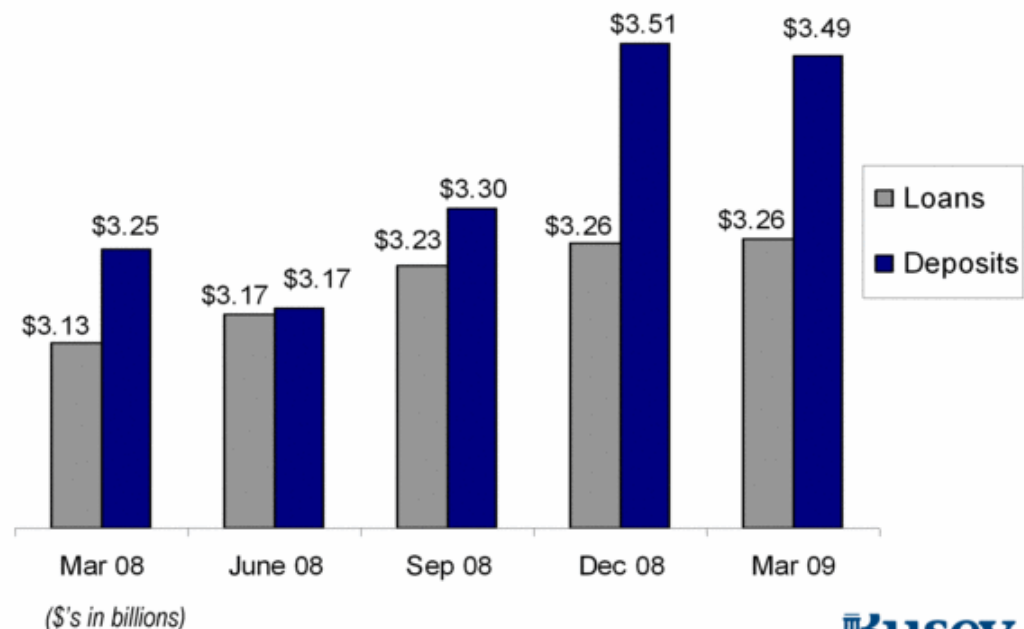
• Asset & Equity Comparison



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Current Financial Review

• Loans & Deposits Comparison



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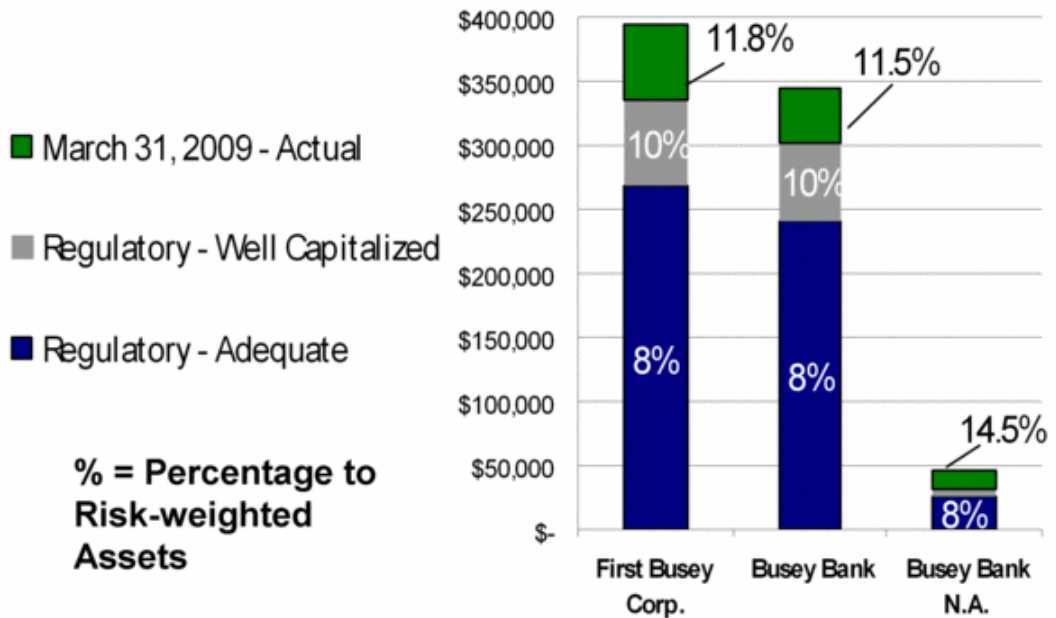
Liquidity & Capital

- Source of Strength
- Liquidity - as of March 31, 2009
 - \$138.4M consolidated cash
 - Includes \$51.7M at parent company
 - Strong Liquidity Channel
 - *Recent CD promotion generated approximately \$80M in one month.*
- TARP

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Liquidity & Capital

- Regulatory Capital at March, 31 2009



Loan Portfolio Geography

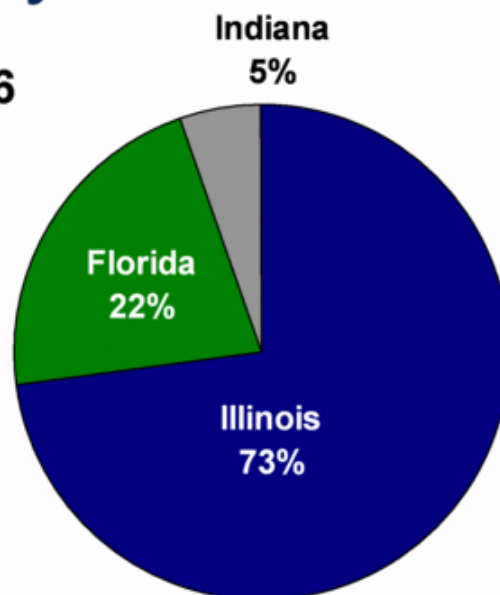
Total Loans \$3.26

Illinois \$2.37

Florida \$0.72

Indiana \$0.17

(\$'s in billions)

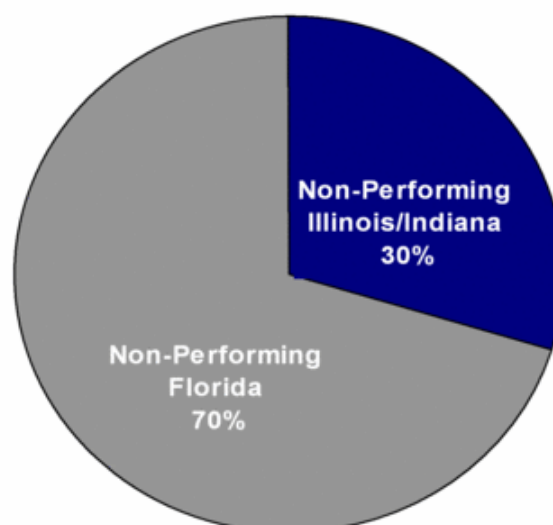


Loan Portfolio Quality

Geographically:

| | |
|-------------------------|---------------|
| Nonaccrual | \$31.4 |
| 90+ | 5.3 |
| Illinois/Indiana | \$36.7 |

| | |
|----------------|---------------|
| Nonaccrual | \$74.1 |
| 90+ | 10.4 |
| Florida | \$84.5 |



Busey Bank:

| | |
|------------------|--------|
| Illinois/Indiana | \$36.7 |
| Florida | 57.4 |

Busey Bank, N.A.

| | |
|---------|--------|
| Florida | \$27.1 |
|---------|--------|

(\$'s in millions)



Asset Quality Infrastructure

- **Experienced Leadership in Florida**
 - Tom Good, Bob Plecki, Don Monteith, John Waddock, Larry Johnson, Otis Scott, Rob Scharlau
- **Formed Special Assets Committee**
- **Centralized Credit Process**
- **Enhanced Loss Mitigation Strategies**
 - Enhanced collateral position; rate and term modification; lengthened amortization





Executive Management Team

- **Susan L. Abbott:** EVP & Chief Retail Officer
- **Daniel P. Daly:** EVP, West Region President
- **Thomas M. Good:** EVP of Risk Management, President & Chief Executive Officer, Busey Bank, N.A.
- **Donna R. Greene:** President & Chief Executive Officer, Busey Wealth Management, Inc.
- **Barbara J. Harrington:** EVP & Chief Financial Officer
- **Don A. Monteith:** EVP, Special Assets
- **Howard F. Mooney II:** President & Chief Executive Officer, FirsTech, Inc.
- **Robert F. Plecki:** EVP, Special Assets
- **Christopher M. Shroyer:** EVP, East Region President
- **N. John Waddock, Jr.:** EVP & Chief Credit Officer
- **David B. White:** EVP & Chief Operating Officer



2009 Outlook

- Asset Quality
- Capital
- State of Florida
- State of the Midwest
- Future Provisioning
- Bank Merger Consideration

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The Busey Strategy

- **Key Elements:**
 - Balance Sheet Strength, Profitability & Growth
 - One Busey
 - 4 Busey Pillars
 - Customer-Centricity
 - *The Busey Promise*

The Busey Promise x 4 **Busey Pillars** x **Strategic Goals** = *The Busey Strategy*.

Busey

Questions & Answers

29th Annual Shareholders' Meeting

*Please join us for a coffee & dessert
reception following the Q&A session.*

The logo for Busey, featuring a stylized 'B' icon followed by the word 'Busey' in a serif font.