SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 1O-Q

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

For the Quarterly Period Ended 9/30/97 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 or organization)	I.R.S. Employer Identification No.)
201 W. Main St. 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 practicable date.

Class	Outstanding at November 7, 1997
Class A Common Stock, without par value	5,742,585
Class B Common Stock, without par value	1,125,000

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30, 1997	December 31, 1996
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 51,189	$ 33,738
Federal funds sold	0	0
Securities held to maturity (fair value 1997 $51,362; 1996 $55,800)	50,314	55,107
Securities available for sale (amort. cost 1997 $154,111; 1996 $166,189)	162,896	171,243
Trading securities at fair value		0
Loans (net of unearned interest)	604,538	569,500
Allowance for loan losses	(6,593)	(6,131)
Net loans	$ 597,945	$ 563,369
Premises and equipment	22,642	21,588
Other assets	19,227	19,873
Total assets	$ 904,213	$ 864,918
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 78,553	$ 78,077
Interest bearing	722,859	688,850
Total deposits	$ 801,412	$ 766,927
Short-term borrowings	5,750	14,405
Long-term debt	10,000	5,000
Other liabilities	6,390	5,169
Total liabilities	$ 823,552	$ 791,501
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	20,714	20,594
Retained earnings	51,554	47,402
Unrealized gain (loss) on securities available for sale, net	5,711	3,285
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$84,270	$77,572
Treasury stock, at cost	(3,006)	(3,489)
Unearned ESOP shares and deferred compensation for stock grants	(603)	(666)
Total stockholders' equity	$80,661	$73,417
Total liabilities and stockholders' equity	$904,213	$864,918
Class A Common Shares outstanding at period end	5,780,728	5,721,712
Class B Common Shares outstanding at period end	1,125,000	1,125,000

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30, 1997	September 30, 1996
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$51,189	$41,761
Federal funds sold	0	0
Securities held to maturity (fair value 1997 $51,362; 1996 $59,281)	50,314	58,859
Securities available for sale (amort. cost 1997 $154,111; 1996 $175,775)	162,896	179,184
Trading securities at fair value		929
Loans (net of unearned interest)	604,538	562,777
Allowance for loan losses	(6,593)	(5,619)
Net loans	$597,945	$557,158
Premises and equipment	22,642	21,636
Other assets	19,227	22,086
Total assets	$904,213	$881,613
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$78,553	$75,661
Interest bearing	722,859	707,341
Total deposits	$801,412	$783,002
Short-term borrowings	5,750	17,187
Long-term debt	10,000	5,000
Other liabilities	6,390	6,077
Total liabilities	$823,552	$811,266
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	20,714	20,491
Retained earnings	51,554	46,050
Unrealized gain (loss) on securities available for sale, net	5,711	2,216
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$84,270	$75,048
Treasury stock, at cost	(3,006)	(3,912)
Unearned ESOP shares and deferred compensation for stock grants	(603)	(789)
Total stockholders' equity	$80,661	$70,347
Total liabilities and stockholders' equity	$904,213	$881,613
Class A Common Shares outstanding at period end	5,780,728	5,680,123
Class B Common Shares outstanding at period end	1,125,000	1,125,000

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996
(UNAUDITED)

	1997	1996
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME:		
Interest and fees on loans	$ 37,716	$ 33,726
Interest and dividends on investment securities:		
Taxable interest income	7,688	9,718
Non-taxable interest income	1,505	1,578
Dividends	81	90
Interest on federal funds sold	243	408
Total interest income	$ 47,233	$ 45,520
INTEREST EXPENSE:		
Deposits	$ 22,149	$ 21,313
Short-term borrowings	448	845
Long-term debt	394	208
Total interest expense	$ 22,991	$ 22,366
Net interest income	$ 24,242	$ 23,154
Provision for loan losses	600	400
Net interest income after provision for loan losses	$ 23,642	$ 22,754
OTHER INCOME:		
Trust	$ 2,364	$ 1,945
Commissions and brokers' fees, net	771	605
Service charges on deposit accounts	2,211	2,175
Other service charges and fees	910	682
Security gains, net	357	90
Trading security gains, net	2	(113)
Gain on sales of pooled loans	293	197
Other operating income	617	729
Total other income	$ 7,525	$ 6,310
OTHER EXPENSES:		
Salaries and wages	$ 9,085	$ 8,725
Employee benefits	1,884	1,653
Net occupancy expense of bank premises	1,630	1,452
Furniture and equipment expenses	1,294	1,231
Data processing	1,287	1,050
Stationery, supplies and printing	509	539
Foreclosed property write-downs and expenses	7	89
Amortization expense	991	991
Other operating expenses	3,525	3,627
Total other expenses	$ 20,212	$19,357
Income before income taxes	$ 10,955	$ 9,707
Income taxes	3,260	2,825
Net income	$ 7,695	$ 6,882
NET INCOME PER SHARE OF COMMON STOCK AND STOCK EQUIVALENTS:	$ 1.10	$ 0.99
DIVIDENDS DECLARED PER SHARE:		
Class A Common Stock	$ 0.5200	$0.4933
Class B Common Stock	$ 0.4727	$0.4485

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE QUARTERS ENDED SEPTEMBER 30, 1997 AND 1996
(UNAUDITED)

	1997	1996
	(Dollars in thousands, except per share amounts)	
Interest and fees on loans	$13,127	$11,952
Interest and dividends on investment securities:		
Taxable interest income	2,500	2,950
Non-taxable interest income	503	542
Dividends	28	29
Interest on federal funds sold	95	16
Total interest income	$16,253	$15,489
INTEREST EXPENSE:		
Deposits	$7,730	$7,241
Short-term borrowings	128	222
Long-term debt	147	70
Total interest expense	$8,005	$7,533
Net interest income	$8,248	$7,956
Provision for loan losses	200	150
Net interest income after provision for loan losses	$8,048	$7,806
OTHER INCOME:		
Trust	$739	$659
Commissions and brokers' fees, net	264	184
Service charges on deposit accounts	747	743
Other service charges and fees	307	241
Security gains, net	92	85
Trading security gains, net	0	19
Gain on sales of pooled loans	176	81
Other operating income	207	244
Total other income	$2,532	$2,256
OTHER EXPENSES:		
Salaries and wages	$3,074	$2,966
Employee benefits	584	529
Net occupancy expense of bank premises	564	504
Furniture and equipment expenses	439	438
Data processing	465	366
Stationery, supplies and printing	164	195
Foreclosed property write-downs and expenses	7	14
Amortization expense	331	331
Other operating expenses	1,183	1,536
Total other expenses	$6,811	$6,879
Income before income taxes	$3,769	$3,183
Income taxes	1,129	920
Net income	$2,640	$2,263
NET INCOME PER SHARE OF COMMON STOCK AND STOCK EQUIVALENTS:	$0.38	$0.32
DIVIDENDS DECLARED PER SHARE:		
Class A Common Stock	$0.1800	$0.1600
Class B Common Stock	$0.1636	$0.1455

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996
(UNAUDITED)

	1997	1996
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$7,695	$6,882
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,574	2,494
Provision for loan losses	600	400
Decrease in deferred income taxes	(659)	(374)
Amortization of investment security discounts	(245)	(947)
Gain on sales of investment securities, net	(357)	(90)
Proceeds from sales of pooled loans	26,774	26,763
Loans originated for sale	(30,413)	(27,006)
Gain on sale of pooled loans	(293)	(197)
Loss on sales and dispositions of premises and equipment	0	17
Change in assets and liabilities:		
Increase in other assets	(856)	151
Increase in accrued expenses	739	614
Increase (decrease) in interest payable	46	(190)
Increase in income taxes payable	436	336
Net cash provided by operating activities	$6,041	$8,853
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of securities classified available for sale	$10,559	$10,431
Proceeds from maturities of securities classified available for sale	67,739	365,373
Proceeds from maturities of securities classified held to maturity	5,887	22,097
Purchase of securities classified available for sale	(65,662)	(333,113)
Purchase of securities classified held to maturity	(1,050)	(19,556)
Decrease in federal funds sold	0	650
Increase in loans	(31,379)	(81,215)
Purchases of premises and equipment	(2,575)	(1,254)
Proceeds from sales of premises and equipment	1	0
Net cash (used in) investing activities	($16,480)	($36,587)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in certificates of deposit	$ 33,751	$13,976
Net increase in demand, money market and saving deposits	734	24,129
Cash dividends paid	(3,543)	(3,306)
Purchase of treasury stock	(404)	(461)
Proceeds from sale of treasury stock	1,257	136
Proceeds from short-term borrowings	5,000	0
Principal payments on short-term borrowings	(2,500)	(2,000)
Net decrease in federal funds purchased, repurchase agreements and Federal Reserve discount borrowings	(6,405)	(2,337)
Net cash provided by (used in) financing activities	$27,890	$30,137
Net increase (decrease) in cash and cash equivalents	$17,451	$2,403
Cash and due from banks, beginning	$33,738	39,358
Cash and due from banks, ending	$51,189	$41,761

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 September 30, 1997 and December 31, 1996 were as follows:

	September 30, 1997	December 31, 1996
	(Dollars in thousands)	
Commercial	$ 64,935	$ 62,065
Real estate construction	33,041	26,184
Real estate - farmland	11,661	11,468
Real estate - 1-4 family residential mortgage	228,066	207,946
Real estate - multifamily mortgage	73,792	74,245
Real estate - non-farm nonresidential mortgage	136,805	131,350
Installment	39,535	39,707
Agricultural	16,703	16,537
	$ 604,538	$ 569,502
Less:		
Unearned interest	0	2
	$ 604,538	$ 569,500
Less:		
Allowance for loan losses	6,593	6,131
Net loans	$ 597,945	$ 563,369

The real estate-mortgage category includes loans held for sale with carrying values of $5,379,000 at September 30, 1997 and $1,447,000 at December 31, 1996; these loans had fair market values of $5,416,000 and $1,457,000 respectively.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3: INCOME PER SHARE

Net income per common share has been computed as follows:

	Three Months Ended September 30, 1997	Three Months Ended September 30, 1996	Nine Months Ended September 30, 1997	Nine Months Ended September 30, 1996
Net income	$ 2,640,000	$2,263,000	$ 7,695,000	$6,882,000
Shares:				
Weighted average common shares outstanding	6,911,069	6,797,680	6,912,190	6,799,579
Dilutive effect of outstanding options, as determined by the application of the treasury stock method	119,712	147,081	106,751	129,480
Weighted average common shares outstanding, as adjusted	7,030,781	6,944,760	7,018,941	6,929,059
Net income per share of common stock and stock equivalents:	$ 0.38	$0.32	$ 1.10	$0.99

NOTE 4: SUPPLEMENTAL CASH FLOW DISCLOSURES FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996.

	1997	1996
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	$ 22,945	$22,556
Income taxes	$ 3,081	$2,810
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Other real estate acquired in settlement of loans	$ 135	$396
Change in unrealized gain (loss) on securities available for sale	$ 3,731	$1,350
(Decrease) increase in deferred income taxes attributable to the unrealized (gain) loss on investment securities available for sale	($ 1,305)	($473)

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 September 30, 1997 (unaudited) when compared with December 31, 1996 and the results of operations for the nine months ended September 30, 1997 and 1996 (unaudited) and the results of operations for the three months ended September 30, 1997 and 1996 (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 SEPTEMBER 30, 1997 AS COMPARED TO DECEMBER 31, 1996

Total assets increased $34,295,000, or 4.5%, to $904,213,000 at September 30, 1997 from $864,918,000 at December 31, 1996.

Securities held to maturity decreased $4,793,000, or 8.7%, to $50,314,000 at September 30, 1997 from $55,100,000 at December 31, 1996. Securities available for sale decreased $8,347,000, or 4.9%, to $162,896,000 at September 30, 1997 from $171,243,000 at December 31, 1996, as security maturities were used to finance loan growth.

Loans increased $35,038,000 or 6.2%, to $604,538,000 at September 30, 1997 from $569,500,000 at December 31, 1996, primarily due to increases in commercial and mortgage loans.

Total deposits increased $34,485,000, or 4.5%, to $801,412,000 at September 30, 1997 from $766,927,000 at December 31, 1996. Non-interest bearing deposits increased .6% to $78,553,000 at September 30, 1997 from $78,077,000 at December 31, 1996. Interest bearing deposits increased 4.9% to $722,859,000 at September 30, 1997 from $688,850,000 at December 31, 1996. Short-term borrowings decreased $8,655,000, or 60.0%, to $5,750,000 at September 30, 1997, as compared to $14,405,000 at December 31, 1996. This was due primarily to a decrease in repurchase agreements.

In the first nine months of 1997, the Corporation repurchased 27,397 shares of its Class A stock at an aggregate cost of $404,000. 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 September 30, 1997, 2,250 of the 58,500 options which became exercisable on January 1, 1995 (and expire December 31, 1997) have not yet been exercised and 49,278 of the 133,441 options which became exercisable on January 1, 1997 (and expire December 31, 1999) have not yet been exercised. The Corporation's Board of Directors has extended the Stock Repurchase Plan to June 30, 1998. It is anticipated that the Corporation may from time to time continue to make purchases of its common stock in order to meet future issuance requirements.

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

	September 30, 1997	December 31, 1996
	(Dollars in thousands)	
Non-accrual loans	$ 1,012	$0
Loans 90 days past due, still accruing	2,036	1,002
Restructured loans	0	0
Other real estate owned	346	805
Non-performing other assets	1	1
Total non-performing assets	$3,395	$1,808
Total non-performing assets as a percentage of total assets	0.38%	0.21%
Total non-performing assets as a percentage of loans plus non-performing assets	0.56%	0.32%

The ratio of non-performing assets to loans plus non-performing assets increased to 0.56% at September 30, 1997 from 0.32% at December 31, 1996. This was due to increases in the balance of non-accrual loans and the balance of loans 90 days past due and still accruing, offset partially by a decrease in the balance of other real estate owned. Although the non-performing ratios have increased over the last nine months, the Corporation's ratios compare favorably with those of its peers.

RESULTS OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 1997 AS COMPARED TO SEPTEMBER 30, 1996

SUMMARY

Net income for the nine months ended September 30, 1997 increased 11.8% to $7,695,000 as compared to $6,882,000 for the comparable period in 1996. Earnings per share increased 11.1% to $1.10 at September 30, 1997 as compared to $.99 for the same period in 1996.

Operating earnings, which exclude security gains and the related tax expense, were $7,463,000, or $1.07 per share for the nine months ended September 30, 1997, as compared to $6,823,000, or $.98 per share for the same period in 1996.

The Corporation's return on average assets was 1.18% for the nine months ended September 30, 1997, as compared to 1.07% for the comparable period in 1996. The return on average assets from operations of 1.14% for the nine months ended September 30, 1997 was 8 basis points higher than the 1.06% level achieved in the comparable period of 1996.

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 4.21% for the nine months ended September 30, 1997, as compared to 4.12% for the same period in 1996. The net interest margin expressed as a percentage of average total assets, also on a fully taxable equivalent basis, was 3.87% for the nine months ended September 30, 1997, compared to 3.78% for the same period in 1996. The increase in the net interest margin reflects the increase in the net interest spread the Corporation has experienced. The Corporation has been reinvesting investment security maturities and sales proceeds in higher yielding loans in order to increase the net interest margin.

During the nine months ended September 30, 1997, the Corporation recognized security gains of approximately $232,000, after income taxes, representing 3.0% of net income. During the same period in 1996, security gains of $59,000, after income taxes, were recognized, representing 0.9% of net income.

INTEREST INCOME

Interest income, on a tax equivalent basis, for the nine months ended September 30, 1997 increased 3.7% to $48,274,000 from $46,573,000 for the comparable period in 1996. The increase in interest income resulted from an increase in average earning assets of $17,955,000 for the period ended September 30, 1997, as compared to the same period of 1996, combined with an 11 basis point increase in the average yield on interest earning assets to 8.04% in the current period when compared to the same period in 1996.

INTEREST EXPENSE

Total interest expense increased 2.8% for the nine months ended September 30, 1997 as compared to the prior year period. This increase resulted in large part from a $15,439,000 increase in average time deposit balances and a 34 basis point increase in the average rate paid on interest bearing transaction deposits for the nine months ended September 30, 1997, as compared to the same period in 1996.

PROVISION FOR LOAN LOSSES

The provision for loan losses of $600,000 for the nine months ended September 30, 1997 is $200,000 more than the provision for the comparable period in 1996. The provision and the net charge-offs of $254,000 for the period resulted in the reserve representing 1.09% of total loans and 216% of non-performing loans at September 30, 1997, as compared to the reserve representing 1.08% of total loans and 612% of non-performing loans at December 31, 1996. 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.

Within the last three years, the Corporation has grown its installment loan portfolio through bank -approved dealer paper, installment car loans originated by dealers at the time of sale. It is possible that a weakening in the economic cycle could adversely affect the quality of these loans and resultant charge-offs may necessitate larger loan loss provisions.

OTHER INCOME, OTHER EXPENSE AND INCOME TAXES

Total other income, excluding security gains, increased 15.2% for the nine months ended September 30, 1997 as compared to the same period in 1996. This was a combination of increases in trust commissions and brokers' fees, other service charges and fees, and gains on sales of pooled loans along with no trading security losses for the nine months ended September 30, 1997 as compared to the same period in 1996. Gains of $293,000 were recognized on the sale of $26,481,000 of pooled loans for the nine months ended September 30, 1997 as compared to gains of $197,000 on the sale of $26,566,000 of pooled loans in the prior year period.

Management anticipates continued sales from the current mortgage loan production of the Corporation if mortgage loan originations are high relative to historic norms 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 4.4% or $855,000 for the nine months ended September 30, 1997 as compared to the same period in 1996.

Salaries and wages expense increased $360,000 or 4.1% and employee benefits expense increased $231,000 or 14.0% for the nine months ended September 30, 1997, as compared to the same period last year. The Corporation had 386 full time equivalent employees as of September 30, 1997 as compared to 384 as of September 30, 1996. Occupancy and furniture and equipment expenses increased 9.0% to $2,924,000 for the nine months ended September 30, 1997 from $2,683,000 in the prior year period. Data processing expense increased $237,000 or 22.6% to $1,287,000 for the nine months ended September 30, 1997 from the prior year period. Foreclosed property write-downs and expenses decreased $82,000 to $7,000 for the nine months ended September 30, 1997 from the prior year period. Other operating expenses decreased $102,000 or 2.8% to $3,525,000 for the nine months ended September 30, 1997.

The Corporation's net overhead expense, total non-interest expense less non-interest income divided by average assets, decreased to 2.00% for the nine months ended September 30, 1997 from 2.03% 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). The consolidated efficiency ratio for the nine months ended September 30, 1997 was 62.3% as compared to 63.6% for the prior year period. When the gains on the sales of pooled loans are excluded, these ratios are 62.9% and 64.0%, respectively. The change in the current year efficiency ratio is due to the income and expense items noted above.

Income taxes for the nine months ended September 30, 1997 increased to $3,260,000 as compared to $2,825,000 for the comparable period in 1996. As a percent of income before taxes, the provision for income taxes increased to 29.8% for the nine months ended September 30, 1997 from 29.1% for the same period in 1996.

RESULTS OF OPERATIONS
THREE MONTHS ENDED SEPTEMBER 30, 1997 AS COMPARED TO SEPTEMBER 30, 1996

SUMMARY

Net income for the three months ended September 30, 1997 increased 16.7% to $2,640,000 as compared to $2,263,000 for the comparable period in 1996. Earnings per share increased 18.8% to $.38 at September 30, 1997 as compared to $.32 for the same period in 1996.

Operating earnings, which exclude security gains and the related tax expense, were $2,580,000, or $.37 per share for the three months ended September 30, 1997, as compared to $2,207,000, or $.31 per share for the same period in 1996.

The Corporation's return on average assets was 1.18% for the three months ended September 30, 1997, as compared to 1.05% achieved for the comparable period in 1996. The return on average assets from operations of 1.15% for the three months ended September 30, 1997 exceeded the 1.03% level achieved in the comparable period of 1996.

The net interest margin expressed as a percentage of average earning assets was 4.16% for the three months ended September 30, 1997, 5 basis points lower than the level achieved for the like period in 1996. The net interest margin expressed as a percentage of average total assets was 3.84% for the three months ended September 30, 1997, as compared to 3.87% for the same period in 1996.

During the three months ended September 30, 1997, the Corporation recognized security gains of approximately $60,000, after income taxes, representing 2.3% of net income. During the same period in 1996, security gains of approximately $56,000, after income taxes, were recognized, representing 2.5% of net income.

INTEREST INCOME

Interest income on a fully taxable equivalent basis increased $752,000, or 4.7% for the three months ended September 30, 1997 from the same period in 1996. The increase resulted from a higher level of interest income on greater average volumes of loans outstanding for the three months ended September 30, 1997 as compared to the same period of 1996, partially offset by a lower level of interest income on lower average balances of investment securities. The yield on interest earning assets increased 1 basis point for the three months ended September 30, 1997 as compared to the same period in 1996.

INTEREST EXPENSE

Total interest expense increased 6.3% for the three months ended September 30, 1997 as compared to the prior year period. This increase resulted in large part from a $28,475,000 increase in average time deposit balances and from a 45 basis point increase in the average rate paid on interest-bearing transaction deposit balances for the three months ended September 30, 1997, as compared to the same period in 1996.

OTHER INCOME, OTHER EXPENSE AND INCOME TAXES

Total other income, excluding security transactions, increased 12.4% for the three months ended September 30, 1997 as compared to the same period in 1996. This was a combination of increased trust revenue, commissions and brokers' fees and other service charges and fees. Gains of $176,000 were recognized on the sale of $12,865,000 of pooled loans for the three months ended September 30, 1997 as compared to gains of $81,000 on the sale of $13,687,000 of pooled loans in the prior year period.

Total other expense decreased 1.0% or $68,000 for the three months ended September 30, 1997 as compared to the same period in 1996.

Salaries and wages expense increased $108,000 or 3.6% and employee benefits expense increased $55,000 or 10.4% for the three months ended September 30, 1997, as compared to the same period last year. Occupancy and furniture and equipment expenses increased 6.5% to $1,003,000 for the three months ended September 30, 1997 from $942,000 in the prior year period. Data processing expense increased $99,000 or 27.0% to $465,000 for the three months ended September 30, 1997 from the prior year period. Foreclosed property write-downs and expenses decreased $7,000 to $14,000 for the three months ended September 30, 1997 from the prior year period. Other operating expenses decreased $353,000 to $1,183,000 for the three months ended September 30, 1997 from the prior year period. Of this decrease, $441,000 was due to a one time assessment in 1996 by the Savings Association Insurance Fund for deposits the Corporation had previously assumed from savings and loans.

The consolidated efficiency ratio for the three months ended September 30, 1997 was 61.7% as compared to 65.6% for the prior year period. When the gains on the sales of pooled loans are excluded, these ratios are 62.7% and 61.8%, 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 September 30, 1997 increased to $1,129,000 as compared to $920,000 for the comparable period in 1996. As a percent of income before taxes, the provision for income taxes increased to 30.0% for the three months ended September 30, 1997 from 28.9% for the same period in 1996.

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. Long-term liquidity needs will be satisfied primarily through retention of capital funds. The Corporation does not deal in or use brokered deposits as a source of liquidity. The Corporation generally does not rely upon the purchases of federal funds for liquidity needs. Additional liquidity is provided by bank lines of credit, repurchase agreements and the ability to borrow from the Federal Reserve Bank. The Corporation has an operating line with American National Bank and Trust Company of Chicago in the amount of $10,000,000 with $5,000,000 available as of September 30, 1997.

The Corporation's dependence on large liabilities (defined as time deposits over $100,000 and short-term borrowings) increased to 13.0% at September 30, 1997 from 10.1% at December 31, 1996. This is the ratio of total large liabilities to total liabilities, and is low in comparison to the Corporation's peers. This increase was due largely to a $35,616,000 increase in time deposits over $100,000 and an $8,655,000 decrease in short-term debt which resulted in a higher ratio of large liabilities to total liabilities.

CAPITAL RESOURCES

Other than from the issuance of common stock, the Corporation's primary source of capital is retained net income. During the nine months ended September 30, 1997, the Corporation earned $7,695,000 and paid dividends of $3,543,000 to stockholders, resulting in a retention of current earnings of $4,152,000. The Corporation's dividend payout for the nine months ended September 30, 1997 was 46.0%. The Corporation's risk-based capital ratio was 12.90% and the leverage ratio was 7.65% as of September 30, 1997, as compared to 12.48% and 7.14% respectively as of December 31, 1996. The Corporation and its bank subsidiary were well above all minimum required capital ratios as of September 30, 1997.

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, earn- ing 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 September 30, 1997.

	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						
Investment securities						
U.S. Governments	5,225	24,082	37,252	15,549	71,619	153,727
Obligations of states and political subdivisions	1,170	4,927	991	8	29,686	36,782
Other securities	2,376	556	184	419	19,166	22,701
Loans (net of unearned int.)	180,384	25,312	48,471	77,469	272,902	604,538
Total rate-sensitive assets	189,155	54,877	86,898	93,445	393,373	817,748
Interest bearing transaction deposits	128,101	0	0	0	0	128,101
Savings deposits	78,542	0	0	0	0	78,542
Money market deposits	135,603	0	0	0	0	135,603
Time deposits	33,140	62,122	76,992	93,270	115,089	380,613
Short-term borrowings:						
Federal funds purchased & repurchase agreements	0	0	0	0	0	0
Other	0	0	5,750	0	0	5,750
Long-term debt	0	0	0	5,000	5,000	10,000
Total rate-sensitive liabilities	375,386	62,122	82,742	98,270	120,089	738,609
Rate-sensitive assets less rate-sensitive liabilities	(186,231)	(7,245)	4,145	(4,825)	273,284	79,139
Cumulative gap	(186,231)	(193,476)	(189,320)	(194,145)	79,139	
Cumulative gap as a percentage of total rate-sensitive assets	-22.77%	-23.66%	-23.15%	-23.74%	9.68%	
Cumulative ratio (cumulative RSA/RSL)	.50	.56	.64	.69	1.11	

The foregoing table shows a negative (liability sensitive) rate-sensitivity gap of $186,231 million in the 1-30 day repricing category. The gap beyond 30 days, through 90 days, becomes slightly more liability sensitive as rate-sensitive assets that reprice in those time periods are slightly less in volume than rate-sensitive liabilities that are subject to repricing in the same respective time periods.   The gap beyond 90 days through 180 days becomes slightly less liability sensitive as rate-sensitive assets that reprice after 90 days are more in volume than rate- sensitive liabilities that are subject to repricing in the same respective time periods. The composition of the gap structure at September 30, 1997, 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 through one year, a rate change would have little effect on the Corporation because the volume of rate-sensitive assets repricing would be similar to the volume of rate-sensitive liabilities that would be repricing.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
AVERAGE BALANCE SHEETS AND INTEREST RATES
NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996

	1997			1996		
	Average Balance	Income/ Expense	Yield Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$5,962	$243	5.43%	$10,066	$408	5.41%
Investment securities						
U.S. Government obligations	161,073	7,008	5.82%	199,893	8,821	5.89%
Obligations of states and political subdivisions (1)	36,911	2,316	8.39%	38,597	2,428	8.40%
Other securities	21,077	761	4.83%	23,213	987	5.68%
Loans (net of unearned interest) (1) (2)	577,814	37,946	8.78%	513,113	33,929	8.83%
Total interest earning assets	$802,837	$48,274	8.04%	$ 784,882	$46,573	7.93%
Cash and due from banks	37,400			34,777		
Premises and equipment	22,404			21,510		
Reserve for possible loan losses	(6,421)			(5,592)		
Other assets	18,023			20,239		
Total Assets	$874,243			$855,816		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$144,669	$2,128	1.97%	$130,456	$1,588	1.63%
Savings deposits	80,677	1,976	3.27%	80,190	1,889	3.15%
Money market deposits	120,514	3,338	3.70%	136,420	3,884	3.80%
Time deposits	355,573	14,707	5.53%	342,134	13,952	5.45%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	2,218	102	6.14%	10,329	404	5.22%
Other	6,500	346	7.11%	8,120	441	7.26%
Long-term debt	9,066	394	5.82%	5,000	208	5.55%
Total interest bearing liabilities	$719,217	$22,991	4.27%	$712,649	$22,366	4.19%
Net interest spread			3.77%			3.73%
Demand deposits	72,733			68,920		
Other liabilities	5,734			5,687		
Stockholders' equity	76,559			68,560		
Total Liabilities and Stockholders' Equity	$874,243			$855,816		
Interest income / earning assets (1)	$802,837	$48,274	8.04%	$784,882	$45,573	7.93%
Interest expense / earning assets	$802,837	$22,991	3.83%	784,882	22,366	3.81%
Net interest margin (1)		$25,283	4.21%		$24,207	4.12%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1997 and 1996.
(2) Non-accrual loans have been included in average loans, net of unearned interest.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CHANGES IN NET INTEREST INCOME
NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	($168)	$2	($166)
Investment securities:			
U.S. Government obligations	(1,691)	(122)	(1,813)
Obligations of states and political subdivisions (2)	(105)	(7)	(112)
Other securities	(86)	(140)	(226)
Loans (2)	4,247	(229)	4,018
Change in interest income (2)	$2,197	($496)	$1,701
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	$185	$355	$540
Savings deposits	12	75	87
Money market deposits	(443)	(104)	(547)
Time deposits	554	201	755
Short-term borrowings:			
Federal funds purchased and repurchase agreements	(389)	87	(302)
Other	(86)	(9)	(95)
Long-term debt	176	11	187
Change in interest expense	$9	$616	$625
Increase in net interest income (2)	$2,188	($1,112)	$1,076

(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 1997 and 1996.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
AVERAGE BALANCE SHEETS AND INTEREST RATES
QUARTERS ENDED SEPTEMBER 30, 1997 AND 1996

	1997			1996		
	Average Balance	Income/ Expense	Yield Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$6,751	$ 95	5.58%	$1,207	$ 16	5.25%
Investment securities						
U.S. Government obligations	156,386	2,274	5.77%	178,293	2,675	5.97%
Obligations of states and political subdivisions (1)	36,760	773	8.34%	39,844	834	8.33%
Other securities	21,991	254	4.59%	21,467	304	5.64%
Loans (net of unearned interest) (1) (2)	597,156	13,202	8.77%	543,975	12,017	8.79%
Total interest earning assets	$819,044	$16,598	8.04%	$784,786	$15,846	8.03%
Cash and due from banks	35,744			33,522		
Premises and equipment	22,739			21,591		
Reserve for possible loan losses	(6,585)			(5,611)		
Other assets	17,967			20,581		
Total Assets	$888,909			$854,869		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$142,741	$ 755	2.10%	$127,569	$ 529	1.65%
Savings deposits	77,851	649	3.31%	82,465	664	3.21%
Money market deposits	122,152	1,119	3.63%	139,686	1,346	3.83%
Time deposits	371,135	5,207	5.57%	342,660	4,702	5.46%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	837	17	8.00%	6,342	86	5.41%
Other	6,000	111	7.36%	7,312	136	7.41%
Long-term debt	10,000	147	5.85%	5,000	70	5.55%
Total interest bearing liabilities	$730,716	$8,005	4.35%	$711,034	$7,533	4.22%
Net interest spread			3.69%			3.82%
Demand deposits	73,239			68,521		
Other liabilities	5,836			5,991		
Stockholders' equity	79,118			69,323		
Total Liabilities and Stockholders' Equity	$888,909			$854,869		
Interest income / earning assets (1)	$819,044	16,598	8.04%	$784,786	$15,846	8.03%
Interest expense / earning assets	819,044	8,005	3.88%	784,786	7,533	3.82%
Net interest margin (1)		8,593	4.16%		$8,313	4.21%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1997 and 1996.
(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 SEPTEMBER 30, 1997 AND 1996

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	$78	$1	$79
Investment securities:			
U.S. Government obligations	(321)	(80)	(401)
Obligations of states and political subdivisions (2)	(65)	4	(61)
Other securities	8	(58)	(50)
Loans (2)	1175	10	1,185
Change in interest income (2)	$875	($123)	$752
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	$68	$158	$226
Savings deposits	(40)	25	(15)
Money market deposits	(163)	(64)	(227)
Time deposits	398	107	505
Short-term borrowings:			
Federal funds purchased and repurchase agreements	(157)	88	(69)
Other	(24)	(1)	(25)
Long-term debt	73	4	77
Change in interest expense	$155	$317	$472
Increase in net interest income (2)	$720	($440)	$280

(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 1997 and 1996.

PART II - OTHER INFORMATION

ITEM 6: Exhibits and Reports on Form 8-K

(a) There were no reports on Form 8-K filed during the three months ending September 30, 1997.

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: //Scott L. Hendrie//

Scott L. Hendrie
Senior Vice President and
Chief Financial Officer
(Principal financial and
accounting officer)

Date: November 13, 1997

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SEP-30-1997
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