

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

FIRST BUSEY CORPORATION

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

319383105

(CUSIP Number)

September 19, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

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

CUSIP NO. 319383105

13G

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
2,171,708

6. Shared Voting Power
-0-

7. Sole Dispositive Power
2,171,708

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,171,708

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.90%

12. Type of Reporting Person (See Instructions)
IN

2

STATEMENT CONTAINING INFORMATION REQUIRED BY SCHEDULE 13G

ITEM 1.

(a) Name of Issuer

The name of the issuer is First Busey Corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices

The Company's principal executive offices are located at:
201 West Main Street
Urbana, Illinois 61801

ITEM 2.

(a) Name of Person Filing

Elisabeth M. Kimmel

(b) Address of Principal Business Office or, if none, Residence

7677 Engineer Road
San Diego, California 92111

(c) Citizenship

United States of America

(d) Title of Class of Securities

Common Stock, \$.001 par value (the "Common Stock")

(e) CUSIP Number

319383105

ITEM 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not Applicable.

ITEM 4. Ownership

- (a) Amount beneficially owned: 2,171,708
- (b) Percent of class: 5.90%
- (c)
 - (i) Sole power to vote or direct the vote: 2,171,708
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: 2,171,708
 - (iv) Shared power to dispose or direct the disposition: -0-

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following Not Applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

ITEM 8. Identification and Classification of Members of the Group

Not Applicable.

ITEM 9. Notice of Dissolution of Group

Not Applicable.

ITEM 10. Certification

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Date: October 9, 2007

Date

/s/ Elisabeth M. Kimmel

Signature