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 9/30/96 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 July 31, 1996
Class A Common Stock, without par value	5,684,543
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, 1996	December 31, 1995
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$41,761	$39,358
Federal funds sold	0	650
Securities held to maturity (fair value 1996 $59,281; 1995 $62,625)	58,859	61,501
Securities available for sale (amort. cost 1996 $175,775; 1995 $218,257)	179,184	223,016
Trading Securities at fair value	929	-
Loans (net of unearned interest)	562,777	481,772
Allowance for loan losses	(5,619)	(5,473)
Net loans	$557,158	$476,299
Premises and equipment	21,636	21,857
Other assets	22,086	21,985
Total assets	$881,613	$844,666
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$75,661	$72,386
Interest bearing	707,341	672,511
Total deposits	$783,002	$744,897
Short-term borrowings	17,187	21,674
Long-term debt	5,000	5,000
Other liabilities	6,077	5,317
Total liabilities	$811,266	$776,888
STOCKHOLDER'S EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	20,491	20,380
Retained earnings	46,050	42,474
Unrealized gain (loss) on securities available for sale, net	2,216	3,093
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$75,048	$72,238
Treasury stock, at cost	(3,912)	(3,659)
Unearned ESOP shares and deferred compensation for stock grants	(789)	(801)
Total stockholders' equity	$70,347	$67,778
Total liabilities and stockholders' equity	$881,613	$844,666
Class A Common Shares outstanding at period end	5,680,123	5,686,958
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, 1996	September 30, 1995
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$41,761	$30,379
Federal funds sold	0	17,450
Securities held to maturity (fair value 1996 $59,281; 1995 $64,251)	58,859	63,575
Securities available for sale (amort. cost 1996 $175,775; 1995 $170,070)	179,184	173,473
Trading Securities at fair value	929	0
Loans (net of unearned interest)	562,777	467,003
Allowance for loan losses	(5,619)	(5,500)
Net loans	$557,158	$461,503
Premises and equipment	21,636	21,245
Other assets	22,086	18,075
Total assets	$881,613	$785,700
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$75,661	$67,431
Interest bearing	707,341	613,657
Total deposits	$783,002	$681,088
Short-term borrowings	17,187	29,554
Long-term debt	5,000	5,000
Other liabilities	6,077	4,844
Total liabilities	$811,266	$720,486
STOCKHOLDER'S EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	20,491	20,355
Retained earnings	46,050	41,156
Unrealized gain (loss) on securities available for sale, net	2,216	2,213
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$75,048	$70,015
Treasury stock, at cost	(3,912)	(3,726)
Unearned ESOP shares and deferred compensation for stock grants	(789)	(1,075)
Total stockholders' equity	$70,347	$65,214
Total liabilities and stockholders' equity	$881,613	$785,700
Class A Common Shares outstanding at period end	5,680,123	5,679,312
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, 1996 and 1995
(Unaudited)

	1996	1995
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME:		
Interest and fees on loans	$33,726	$29,164
Interest and dividends on investment securities:		
Taxable interest income	9,718	8,538
Non-taxable interest income	1,578	1,508
Dividends	90	99
Interest on federal funds sold	408	646
Total interest income	$45,520	$39,955
INTEREST EXPENSE:		
Deposits	$21,313	$18,036
Short-term borrowings	845	1,162
Long-term debt	208	207
Total interest expense	$22,366	$19,405
Net interest income	$23,154	$20,550
Provision for loan losses	400	375
Net interest income after provision for loan losses	$22,754	$20,175
OTHER INCOME:		
Trust	$1,945	$1,894
Service charges on deposit accounts	2,175	1,972
Other service charges and fees	1,287	945
Security gains (losses), net	90	169
Trading security gains (losses), net	(113)	26
Gain on sales of pooled loans	197	558
Other operating income	729	892
Total other income	$6,310	$6,456
OTHER EXPENSES:		
Salaries and wages	$8,725	$7,875
Employee benefits	1,653	1,480
Net occupancy expense of bank premises	1,452	1,376
Furniture and equipment expenses	1,231	1,148
Data processing	1,050	1,076
Stationery, supplies and printing	539	516
Foreclosed property write-downs and expenses	89	110
Amortization expense	991	645
Other operating expenses	3,627	3,224
Total other expenses	$19,357	$17,450
Income before income taxes	$9,707	$9,181
Income taxes	2,825	2,707
Net income	$6,882	$6,474
NET INCOME PER SHARE OF COMMON STOCK AND STOCK EQUIVALENTS:	$0.99	$0.94
DIVIDENDS DECLARED PER SHARE:		
Class A Common Stock	$0.4933	$0.4400
Class B Common Stock	$0.4485	$0.4000

FIRST BUSEY CORPORATION and Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME
For the Quarters Ended September 30, 1996 and 1995
(Unaudited)

	1996	1995
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME:		
Interest and fees on loans	$11,952	$10,256
Interest and dividends on investment securities:		
Taxable interest income	2,950	2,955
Non-taxable interest income	542	522
Dividends	29	32
Interest on federal funds sold	16	285
Total interest income	$15,489	$14,050
INTEREST EXPENSE:		
Deposits	$7,241	$6,356
Short-term borrowings	222	522
Long-term debt	70	70
Total interest expense	$7,533	$6,948
Net interest income	$7,956	$7,102
Provision for loan losses	150	275
Net interest income after provision for loan losses	$7,806	$6,827
OTHER INCOME:		
Trust	$659	$583
Service charges on deposit accounts	743	676
Other service charges and fees	425	303
Security gains (losses), net	85	121
Trading security gains (losses), net	19	(2)
Gain on sales of pooled loans	81	145
Other operating income	244	266
Total other income	$2,256	$2,092
OTHER EXPENSES:		
Salaries and wages	$2,966	$2,674
Employee benefits	529	475
Net occupancy expense of bank premises	504	536
Furniture and equipment expenses	438	408
Data processing	366	371
Stationery, supplies and printing	195	164
Foreclosed property write-downs and expenses	14	21
Amortization expense	331	215
Other operating expenses	1,536	869
Total other expenses	$6,879	$5,733
Income before income taxes	$3,183	$3,186
Income taxes	920	937
Net income	$2,263	$2,249
NET INCOME PER SHARE OF COMMON STOCK AND STOCK EQUIVALENTS:	$0.32	$0.33
DIVIDENDS DECLARED PER SHARE:		
Class A Common Stock	$0.1600	$0.1467
Class B Common Stock	$0.1455	$0.1333

FIRST BUSEY CORPORATION and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 1996 and 1995
(Unaudited)

	1996	1995
	(Dollars in thousands, except per share amounts)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$6,882	$6,474
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,494	2,078
Provision for loan losses	400	375
Increase in deferred income taxes	(374)	(635)
Amortization of investment security discounts	(947)	(462)
Gain on sales of investment securities, net	(90)	(169)
Proceeds from sales of pooled loans	26,763	26,584
Loans originated for sale	(27,006)	(19,648)
Gain on sale of pooled loans	(197)	(558)
Loss on sales and dispositions of premises and equipment	17	0
Change in assets and liabilities:		
Increase (decrease) in other assets	151	(273)
Increase (decrease) in accrued expenses	614	817
Increase (decrease) in interest payable	(190)	501
Increase in income taxes payable	336	337
Net cash provided by operating activities	$8,853	$15,421
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of securities classified available for sale	$10,431	$41,675
Proceeds from maturities of securities classified available for sale	365,373	67,662
Proceeds from maturities of securities classified held to maturity	22,097	10,571
Purchase of securities classified available for sale	(333,113)	(133,766)
Purchase of securities classified held to maturity	(19,556)	(7,314)
(Increase) decrease in federal funds sold	650	(17,450)
Increase in loans	(81,215)	(23,009)
Purchases of premises and equipment	(1,254)	(684)
Net cash (used in) investing activities	($36,587)	($62,355)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in certificates of deposit	$13,976	$34,317
Net increase in demand, money market and saving deposits	24,129	11,077
Cash dividends paid	(3,306)	(2,957)
Purchase of treasury stock	(461)	(681)
Proceeds from sale of treasury stock	136	237
Proceeds from short-term borrowings	0	5,750
Principal payments on short-term borrowings	(2,000)	(750)
Net increase (decrease) in federal funds purchased, repurchase agreements and Federal Reserve discount borrowings	(2,337)	(1,006)
Net cash provided by (used in) financing activities	$30,137	$45,987
Net increase (decrease) in cash and cash equivalents	$2,403	($947)
Cash and due from banks, beginning	39,358	31,326
Cash and due from banks, ending	$41,761	$30,379

FIRST BUSEY CORPORATION and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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, 1996 and December 31, 1995 were as follows:

	September 30, 1996	December 31, 1995
	(Dollars in thousands)	
Commercial	$60,976	$55,687
Real estate construction	28,517	25,566
Real estate - farmland	12,229	11,162
Real estate - 1-4 family residential mortgage	204,421	179,047
Real estate - multifamily mortgage	76,530	57,364
Real estate - non-farm nonresidential mortgage	122,976	98,006
Installment	41,056	42,353
Agricultural	16,075	12,594
	$562,780	$481,779
Less:		
Unearned interest	3	7
	$562,777	$481,772
Less:		
Allowance for loan losses	5,619	5,473
Net loans	$557,158	$476,299

The real estate-mortgage category includes loans held for sale with carrying values of $2,243,000 at September 30, 1996 and $1,803,000 at December 31, 1995; these loans had fair market values of $2,259,000 and $1,840,000, respectively.

NOTE 3: INCOME PER SHARE

Net income per common share has been computed as follows:

	Three Months Ended September 30, 1996	Three Months Ended September 30, 1995	Six Months Ended September 30, 1996	Six Months Ended September 30, 1995
Net income	$2,263,000	$2,249,000	$6,882,000	$6,474,000
Shares:				
Weighted average common shares outstanding	6,797,680	6,806,487	6,799,579	6,819,248
Dilutive effect of outstanding options, as determined by the application of the treasury stock method	147,081	97,385	129,480	94,581
Weighted average common shares outstanding, as adjusted	6,944,760	6,903,872	6,929,059	6,913,829
Net income per share of common stock and stock equivalents:	$0.32	$0.33	$0.99	$0.94

NOTE 4: SUPPLEMENTAL CASH FLOW DISCLOSURES FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1996 AND 1995.

	1996	1995
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	$22,556	$18,904
Income taxes	$2,810	$2,927
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Other real estate acquired in settlement of loans	$396	$569
Change in unrealized gain (loss) on securities available for sale	$1,350	$4,680
(Decrease) increase in deferred income taxes attributable to the unrealized (gain) loss on investment securities available for sale	($473)	($1,625)

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

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, 1996 (unaudited) when compared with December 31, 1995 and the results of operations for the nine months ended September 30, 1996 and 1995 (unaudited) and the results of operations for the three months ended September 30, 1996 and 1995 (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, 1996 AS COMPARED TO DECEMBER 31, 1995

Total assets increased $36,947,000, or 4.4%, to $881,613,000 at September 30, 1996 from $844,666,000 at December 31, 1995.

Securities held to maturity decreased $2,642,000, or 4.3%, to $58,859,000 at September 30, 1996 from $61,501,000 at December 31, 1995. Securities available for sale decreased $53,832,000, or 23.1%, to $179,184,000 at September 30, 1996 from $233,016,000 at December 31, 1995, as security maturities were used to finance loan growth.

Loans increased $81,005,000 or 16.8%, to $562,777,000 at September 30, 1996 from $481,772,000 at December 31, 1995, primarily due to increases in commercial and mortgage loans.

Total deposits increased $38,105,000, or 5.1%, to $783,002,000 at September 30, 1996 from $744,897,000 at December 31, 1995. Non-interest bearing deposits increased 4.5% to $75,661,000 at September 30, 1996 from $72,386,000 at December 31, 1995. Interest bearing deposits increased 5.2% to $707,341,000 at September 30, 1996 from $672,511,000 at December 31, 1995. Short-term borrowings decreased $4,487,000, or 20.7%, to $17,187,000 at September 30, 1996, as compared to $21,674,000 at December 31, 1995. This was due primarily to a decrease in repurchase agreements.

In the first nine months of 1996, the Corporation repurchased 24,510 shares of its Class A stock at an aggregate cost of $462,000. 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, 1996, 11,250 of the 96,750 options which became exercisable on January 1, 1993 (and expire December 31, 1996) have not yet been exercised and 40,500 of the 58,500 options which became exercisable on January 1, 1995 (and expire December 31, 1997) have not yet been exercised. The Corporation's Board of Directors has extended the Stock Repurchase Plan to June 30, 1997. 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, 1996	December 31,1995
	(Dollars in thousands)	
Non-accrual loans	$0	$532
Loans 90 days past due, still accruing	1,460	897
Restructured loans	0	0
Other real estate owned	865	1,380
Non-performing other assets	54	1
Total non-performing assets	$2,379	$2,810
Total non-performing assets as a percentage of total assets	0.27%	0.33%
Total non-performing assets as a percentage of loans plus non-performing assets	0.42%	0.58%

The ratio of non-performing assets to loans plus non-performing assets decreased to 0.42% at September 30, 1996 from 0.58% at December 31, 1995. This was due to decreases in the balance of non-accrual loans and other real estate owned, offset partially by an increase in the balance of loans 90 days past due and still accruing. The balance of loans outstanding increased during the period, while the balance of non-performing assets decreased thereby causing a further decrease in the percentage of non-performing assets.

RESULTS OF OPERATIONS

NINE MONTHS ENDED SEPTEMBER 30, 1996 AS COMPARED TO SEPTEMBER 30, 1995

SUMMARY

Net income for the nine months ended September 30, 1996 increased 6.3% to $6,882,000 as compared to $6,474,000 for the comparable period in 1995. Earnings per share increased 5.3% to $.99 at September 30, 1996 as compared to $.94 for the same period in 1995.

Operating earnings, which exclude security gains and the related tax expense, were $6,823,000, or $.98 per share for the nine months ended September 30, 1996, as compared to $6,364,000, or $.92 per share for the same period in 1995.

The Corporation's return on average assets was 1.07% for the nine months ended September 30, 1996, as compared to 1.15% for the comparable period in 1995. The return on average assets from operations of 1.06% for the nine months ended September 30, 1996 was 7 basis points lower that the 1.13% level achieved in the comparable period of 1995.

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 4.12% for the nine months ended September 30, 1996, as compared to 4.20% for the same period in 1995. The net interest margin expressed as a percentage of average total assets, also on a fully taxable equivalent basis, was 3.78% for the nine months ended September 30, 1996, compared to 3.84% for the same period in 1995. The decrease in the net interest margin reflects the increase in interest expense the Corporation experienced due to the $78 million in deposit liabilities assumed in December 1995. 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, 1996, the Corporation recognized security gains of approximately $59,000, after income taxes, representing 0.9% of net income. During the same period in 1995, security gains of $110,000, after income taxes, were recognized, representing 1.7% of net income.

INTEREST INCOME

Interest income, on a tax equivalent basis, for the nine months ended September 30, 1996 increased 13.7% to $46,573,000 from $40,974,000 for the comparable period in 1995. The increase in interest income resulted from an increase in average earning assets of $97,672,000 for the period ended September 30, 1996, as compared to the same period of 1995, offset in part by a 4 basis point decrease in the average yield on interest earning assets to 7.93% in the current period when compared to the same period in 1995.

INTEREST EXPENSE

Total interest expense increased 15.3% for the nine months ended September 30, 1996 as compared to the prior year period. This increase resulted in large part from a $57,923,000 increase in average time deposit balances and a $25,378,000 increase in average savings deposit balances for the nine months ended September 30, 1996, as compared to the same period in 1995.

PROVISION FOR LOAN LOSSES

The provision for loan losses of $400,000 for the nine months ended September 30, 1996 is $25,000 more than the provision for the comparable period in 1995. The provision and the net charge-offs of $254,000 for the period resulted in the reserve representing 1.00% of total loans and 385% of non-performing loans at September 30, 1996, as compared to the reserve representing 1.14% of total loans and 383% of non-performing loans at December 31, 1995. 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, decreased 1.1% for the nine months ended September 30, 1996 as compared to the same period in 1995. This was a combination of decreases in gains on sales of pooled loans and trading security losses, offset partially by increased service charges on deposit accounts and other service charges and fees, for the nine months ended September 30, 1996 as compared to the same period in 1995. Gains of $197,000 were recognized on the sale of $26,566,000 of pooled loans for the nine months ended September 30, 1996 as compared to gains of $558,000 on the sale of $26,026,000 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 10.9% or $1,907,000 for the nine months ended September 30, 1996 as compared to the same period in 1995.

Salaries and wages expense increased $850,000 or 10.8% and employee benefits expense increased $173,000 or 11.7% for the nine months ended September 30, 1996, as compared to the same period last year as a result of new staffing at the banking centers added in December 1995. The Corporation had 384 full time equivalent employees as of September 30, 1996 as compared to 361 as of September 30, 1995. Occupancy and furniture and equipment expenses increased 6.3% to $2,683,000 for the nine months ended September 30, 1996 from $2,524,000 in the prior year period. Data processing expense decreased $26,000 or 2.4% to $1,050,000 for the nine months ended September 30, 1996 from the prior year period. Foreclosed property write-downs and expenses decreased $21,000 to $89,000 for the nine months ended September 30, 1996 from the prior year period. Other operating expenses increased $403,000 or 12.5% to $3,627,000 for the nine months ended September 30, 1996 due to a $441,000 one time assessment for the Savings Association Insurance Fund on deposits the Corporation had previously assumed from savings and loans.

The Corporation's net overhead expense, total non-interest expense less non-interest income divided by average assets, increased to 2.05% for the nine months ended September 30, 1996 from 1.99% 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, 1996 was 63.6% as compared to 62.7% for the prior year period. When the gains on the sales of pooled loans are excluded, these ratios are identically 64.0%. 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, 1996 increased to $2,825,000 as compared to $2,707,000 for the comparable period in 1995. As a percent of income before taxes, the provision for income taxes decreased to 29.1% for the nine months ended September 30, 1996 from 29.5% for the same period in 1995.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 1996 AS COMPARED TO SEPTEMBER 30, 1995

SUMMARY

Net income for the three months ended September 30, 1996 increased 0.6% to $2,263,000 as compared to $2,249,000 for the comparable period in 1995. Earnings per share decreased 3.0% to $.32 at September 30, 1996 as compared to $.33 for the same period in 1995.

Operating earnings, which exclude security gains and the related tax expense, were $2,207,000, or $.31 per share for the three months ended September 30, 1996, as compared to $2,171,000, or $.31 per share for the same period in 1995.

The Corporation's return on average assets was 1.05% for the three months ended September 30, 1996, as compared to 1.14% achieved for the comparable period in 1995. The return on average assets from operations of 1.03% for the three months ended September 30, 1996 was less than the 1.10% level achieved in the comparable period of 1995.

The net interest margin expressed as a percentage of average earning assets was 4.21% for the three months ended September 30, 1996, 8 basis points higher than the level achieved for the like period in 1995. The net interest margin expressed as a percentage of average total assets was 3.87% for the three months ended September 30, 1996, as compared to 3.79% for the same period in 1995.

During the three months ended September 30, 1996, the Corporation recognized security gains of approximately $56,000, after income taxes, representing 2.5% of net income. During the same period in 1995, security gains of approximately $78,000, after income taxes, were recognized, representing 3.5% of net income.

INTEREST INCOME

Interest income on a fully taxable equivalent basis increased $1,443,000, or 10.0% for the three months ended September 30, 1996 from the same period in 1995. The increase resulted from a higher level of interest income on greater average volumes of loans outstanding for the three months ended September 30, 1996 as compared to the same period of 1995. The yield on interest earning assets increased 6 basis points for the three months ended September 30, 1996 as compared to the same period in 1995.

INTEREST EXPENSE

Total interest expense increased 8.4% for the three months ended September 30, 1996 as compared to the prior year period. This increase resulted in large part from a $51,534,000 increase in average time deposit balances and from a $25,780,000 increase in average savings deposit balances for the three months ended September 30, 1996, as compared to the same period in 1995.

OTHER INCOME, OTHER EXPENSE AND INCOME TAXES

Total other income, excluding security transactions, increased 10.1% for the three months ended September 30, 1996 as compared to the same period in 1995. This was a combination of increased trust revenue, service charges on deposit accounts, and other service charges and fees. Gains of $81,000 were recognized on the sale of $13,687,000 of pooled loans for the three months ended September 30, 1996 as compared to gains of $145,000 on the sale of $11,941,000 of pooled loans in the prior year period.

Total other expense increased 20.0% or $1,146,000 for the three months ended September 30, 1996 as compared to the same period in 1995.

Salaries and wages expense increased $292,000 or 10.9% and employee benefits expense increased $54,000 or 11.4% for the three months ended September 30, 1996, as compared to the same period last year as a result of new staffing at the banking centers added in December 1995. Occupancy and furniture and equipment expenses decreased 0.2% to $942,000 for the three months ended September 30, 1996 from $944,000 in the prior year period. Data processing expense decreased $5,000 or 1.3% to $366,000 for the three months ended September 30, 1996 from the prior year period. Foreclosed property write-downs and expenses decreased $7,000 to $14,000 for the three months ended September 30, 1996 from the prior year period. Other operating expenses increased $667,000 to $1,536,000 for the three months ended September 30, 1996 from the prior year period. Of this increase, $441,000 was due to a one time assessment for 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, 1996 was 65.6% as compared to 60.8% for the prior year period. When the gains on the sales of pooled loans are excluded, these ratios are 66.1% 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, 1996 decreased to $920,000 as compared to $937,000 for the comparable period in 1995. As a percent of income before taxes, the provision for income taxes decreased to 28.9% for the three months ended September 30, 1996 from 29.4% for the same period in 1995.

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 purchases federal funds as a service to its respondent banks, but generally does not rely upon these purchases 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 $3,500,000 available as of September 30, 1996.

The Corporation's dependence on large liabilities (defined as time deposits over $100,000 and short-term borrowings) increased to 12.2% at September 30, 1996 from 9.6% at December 31, 1995. 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 $34,587,000 increase in time deposits over $100,000 and a $12,014,000 decrease in repurchase agreements 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, 1996, the Corporation earned $6,882,000 and paid dividends of $3,306,000 to stockholders, resulting in a retention of current earnings of $3,576,000. The Corporation's dividend payout for the nine months ended September 30, 1996 was 48.0%. The Corporation's risk-based capital ratio was 12.02% and the leverage ratio was 6.98% as of September 30, 1996, as compared to 12.36% and 6.92% respectively as of December 31, 1995. The Corporation and its bank subsidiary were well above all minimum required capital ratios as of September 30, 1996.

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 September 30, 1996.

	Rate Sensitive Within					
	1-30 Days	31-90 Days	91-180 Days	181 Days- 1 Year	Over 1 Year	Total
	(Dollars in thousands)					
Investment securities						
U.S. Governments	$5,530	$42,765	$34,264	$18,167	$80,318	$181,044
Obligations of states and political subdivisions	1,000	2,619	1,055	361	34,961	39,996
Other securities	3,515	1,025	125	0	13,267	17,932
Loans (net of unearned int.)	153,635	27,494	44,894	69,857	266,897	562,777
Total rate-sensitive assets	$163,680	$73,903	$80,338	$88,385	$395,443	$801,749
Interest bearing transactions deposits	$125,874	$0	$0	$0	$0	$125,874
Savings deposits	82,205	0	0	0	0	82,205
Money market deposits	139,528	0	0	0	0	139,528
Time deposits	41,536	61,327	77,397	85,647	93,827	359,734
Short-term borrowings:						
Federal funds purchased & repurchase agreements	10,087	0	0	0	0	10,087
Other	0	0	7,100	0	0	7,100
Long-term debt	0	0	0	0	5,000	5,000
Total rate-sensitive liabilities	$399,230	$61,327	$84,497	$85,647	$98,827	$729,528
Rate-sensitive assets less rate-sensitive liabilities	($235,550)	$12,576	($4,159)	$2,738	$296,616	$72,221
Cumulative Gap	($235,550)	($222,974)	($227,133)	($224,395)	$72,221	---
Cumulative amounts as percentage of total rate-sensitive assets	-29.38%	-27.81%	-28.33%	-27.99%	9.01%	---
Cumulative ratio (cumulative RSA/RSL)	0.41X	0.52X	0.58X	0.64X	1.10X	1.10X

The foregoing table shows a negative (liability sensitive) rate-sensitivity gap of $235.6 million in the 1-30 day repricing category. The gap beyond 30 days, through 90 days, becomes slightly less liability sensitive as rate-sensitive assets that reprice in those time periods are slightly more 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 more liability sensitive as rate-sensitive assets that reprice after 90 days are less 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, 1996, 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, 1996 AND 1995

	1996			1995		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$10,066	$408	5.41%	$14,659	$646	5.89%
Investment securities						
U.S. Government obligations	199,893	8,821	5.89%	167,798	7,633	6.08%
Obligations of states and political subdivisions (1)	38,597	2,428	8.40%	36,189	2,321	8.57%
Other securities	23,213	987	5.68%	21,167	1,004	6.34%
Loans (net of unearned interest) (1) (2)	513,113	33,929	8.83%	447,397	29,370	8.78%
Total interest earning assets	$784,882	$46,573	7.93%	$687,210	$40,974	7.97%
Cash and due from banks	34,777			30,963		
Premises and equipment	21,510			21,421		
Reserve for possible loan losses	(5,592)			(5,392)		
Other assets	20,239			17,655		
Total Assets	$855,816			$751,857		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$130,456	$1,588	1.63%	$123,109	$1,704	1.85%
Savings deposits	80,190	1,889	3.15%	54,812	1,158	2.82%
Money market deposits	136,420	3,884	3.80%	133,730	3,674	3.67%
Time deposits	342,134	13,952	5.45%	284,211	11,500	5.41%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	10,329	404	5.22%	13,530	637	6.30%
Other	8,120	441	7.26%	8,078	525	8.69%
Long-term debt	5,000	208	5.55%	5,000	207	5.54%
Total interest bearing liabilities	$712,649	$22,366	4.19%	$622,470	$19,405	4.17%
Net interest spread			3.73%			3.80%
Demand deposits	68,920			62,685		
Other liabilities	5,687			4,454		
Stockholders' equity	68,560			62,248		
Total Liabilities and Stockholders' Equity	$855,816			$751,857		
Interest income / earning assets (1)	$784,882	$46,573	7.93%	$687,210	$40,974	7.97%
Interest expense / earning assets	784,882	22,366	3.81%	687,210	19,405	3.77%
Net interest margin (1)		$24,207	4.12%		$21,569	4.20%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1996 and 1995.
(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, 1996 AND 1995

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	($189)	($49)	($238)
Investment securities:			
U.S. Government obligations	1,413	(225)	1,188
Obligations of states and political subdivisions (2)	151	(44)	107
Other securities	224	(241)	(17)
Loans (2)	4,368	191	4,559
Change in interest income (2)	$5,967	($368)	$5,599
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	$114	($230)	($116)
Savings deposits	586	145	731
Money market deposits	76	134	210
Time deposits	2,371	81	2,452
Short-term borrowings:			
Federal funds purchased and repurchase agreements	(135)	(98)	(233)
Other	3	(87)	(84)
Long-term debt	0	1	1
Change in interest expense	$3,015	($54)	$2,961
Increase in net interest income (2)	$2,952	($314)	$2,638

(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 1996 and 1995.

FIRST BUSEY CORPORATION and Subsidiaries
AVERAGE BALANCE SHEETS AND INTEREST RATES
QUARTERS ENDED SEPTEMBER 30, 1996 AND 1995

	1996			1995		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$1,207	$16	5.25%	$19,709	$285	5.73%
Investment securities						
U.S. Government obligations	178,293	2,675	5.97%	177,022	2,666	5.98%
Obligations of states and political subdivisions (1)	39,844	834	8.33%	37,957	803	8.39%
Other securities	21,467	304	5.64%	20,939	321	6.08%
Loans (net of unearned interest) (1) (2)	543,975	12,017	8.79%	460,987	10,328	8.89%
Total interest earning assets	$784,786	$15,846	8.03%	$716,614	$14,403	7.97%
Cash and due from banks	33,522			30,145		
Premises and equipment	21,591			21,184		
Reserve for possible loan losses	(5,611)			(5,327)		
Other assets	20,581			17,499		
Total Assets	$854,869			$780,115		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$127,569	$529	1.65%	$122,255	$546	1.77%
Savings deposits	82,465	664	3.21%	56,685	417	2.92%
Money market deposits	139,686	1,346	3.83%	142,388	1,323	3.68%
Time deposits	342,660	4,702	5.46%	291,126	4,071	5.55%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	6,342	86	5.41%	19,095	301	6.26%
Other	7,312	136	7.41%	9,895	220	8.85%
Long-term debt	5,000	70	5.55%	5,000	70	5.54%
Total interest bearing liabilities	$711,034	$7,533	4.22%	$646,444	$6,948	4.26%
Net interest spread			3.82%			3.71%
Demand deposits	68,521			64,349		
Other liabilities	5,991			5,041		
Stockholders' equity	69,323			64,281		
Total Liabilities and Stockholders' Equity	$854,869			$780,115		
Interest income / earning assets (1)	$784,786	$15,846	8.03%	$716,614	$14,403	7.97%
Interest expense / earning assets	784,786	7,533	3.82%	716,614	6,948	3.84%
Net interest margin (1)		$8,313	4.21%		$7,455	4.13%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1996 and 1995.
(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, 1996 AND 1995

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	($247)	($22)	($269)
Investment securities:			
U.S. Government obligations	16	(7)	9
Obligations of states and political subdivisions (2)	39	(8)	31
Other securities	8	(25)	(17)
Loans (2)	1,807	(118)	1,689
Change in interest income (2)	$1,623	($180)	$1,443
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	$26	($43)	($17)
Savings deposits	204	43	247
Money market deposits	(26)	49	23
Time deposits	702	(71)	631
Short-term borrowings:			
Federal funds purchased and repurchase agreements	(178)	(37)	(215)
Other	(52)	(32)	(84)
Long-term debt	0	0	0
Change in interest expense	$676	($91)	$585
Increase in net interest income (2)	$947	($89)	$858

(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 1996 and 1995.

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, 1996.

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, 1996

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