SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the Quarterly Period Ended 3/31/98 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 latest practicable date.

Class	Outstanding at May 8, 1998
Class A Common Stock, without par value	6,883,279

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 1998	December 31, 1997
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 42,252	$ 43,299
Federal funds sold	25,300	18,800
Securities available for sale (amort. cost 1998, $209,963; 1997, $206,589)	219,752	215,514
Loans (net of unearned interest)	610,758	602,937
Allowance for loan losses	(7,474)	(6,860)
Net loans	$ 603,284	$ 596,077
Premises and equipment	24,602	22,834
Other assets	19,688	19,016
Total assets	$ 934,878	$ 915,540
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 84,268	$ 92,090
Interest bearing	716,651	719,363
Total deposits	$ 800,919	$ 811,453
Short-term borrowings	16,550	6,550
Long-term debt	25,000	10,000
Other liabilities	8,832	6,258
Total liabilities	$ 851,301	$ 834,261
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	21,219	20,729
Retained earnings	54,406	53,011
Unrealized gain (loss) on securities available for sale, net	6,363	5,801
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$ 88,279	$ 85,832
Treasury stock, at cost	(4,082)	(3,922)
Unearned ESOP shares and deferred compensation for stock grants	(620)	(631)
Total stockholders' equity	$ 83,577	$ 81,279
Total liabilities and stockholders' equity	$ 934,878	$ 915,540
Class A Common Shares outstanding at period end	6,883,438	6,865,393

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 1998	March 31, 1997
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 42,252	$ 37,109
Federal funds sold	25,300	10,800
Securities held to maturity (fair value 1997, $51,680)	-	51,347
Securities available for sale (amort. cost 1998, $209,963; 1997, $168,407)	219,752	172,300
Loans (net of unearned interest)	610,758	560,492
Allowance for loan losses	(7,474)	(6,329)
Net loans	$ 603,284	$ 554,163
Premises and equipment	24,602	22,280
Other assets	19,688	18,925
Total assets	$ 934,878	$ 866,924
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	$ 84,268	$ 76,364
Interest bearing	716,651	692,885
Total deposits	$ 800,919	$ 769,249
Short-term borrowings	16,550	6,500
Long-term debt	25,000	10,000
Other liabilities	8,832	6,616
Total liabilities	$ 851,301	$ 792,365
STOCKHOLDERS' EQUITY		
Preferred stock	$ -	$ -
Common stock	6,291	6,291
Surplus	21,219	20,367
Retained earnings	54,406	48,651
Unrealized gain (loss) on securities available for sale, net	6,363	2,530
Total stockholders' equity before treasury stock, unearned ESOP shares and deferred compensation for stock grants	$ 88,279	$ 77,839
Treasury stock, at cost	(4,082)	(2,635)
Unearned ESOP shares and deferred compensation for stock grants	(620)	(645)
Total stockholders' equity	$ 83,577	$ 74,559
Total liabilities and stockholders' equity	$ 934,878	$ 866,924
Class A Common Shares outstanding at period end	6,883,438	5,792,933
Class B Common Shares outstanding at period end	-	1,125,000

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997
(UNAUDITED)

	1998	1997
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME:		
Interest and fees on loans	$ 13,319	$ 12,008
Interest and dividends on investment securities:		
Taxable interest income	2,646	2,641
Non-taxable interest income	417	500
Dividends	35	28
Interest on federal funds sold	280	100
Total interest income	$ 16,697	$ 15,277
INTEREST EXPENSE:		
Deposits	$ 7,592	$ 7,150
Short-term borrowings	284	132
Long-term debt	266	101
Total interest expense	$ 8,142	$ 7,383
Net interest income	$ 8,555	$ 7,894
Provision for loan losses	650	200
Net interest income after provision for loan losses	$ 7,905	$ 7,694
OTHER INCOME:		
Trust	$ 884	$ 775
Commissions and brokers fees, net	283	287
Service charges on deposit accounts	703	720
Other service charges and fees	449	270
Security gains (losses), net	300	99
Trading security gains (losses), net	(1)	1
Gain on sales of loans	186	35
Other operating income	498	269
Total other income	$ 3,302	2,456
OTHER EXPENSES:		
Salaries and wages	$ 3,386	$ 3,005
Employee benefits	665	673
Net occupancy expense of bank premises	621	565
Furniture and equipment expenses	487	430
Data processing	486	359
Stationery, supplies and printing	149	184
Foreclosed property write-downs and expenses	0	0
Amortization expense	343	330
Other operating expenses	1,171	1,196
Total other expenses	$ 7,308	$ 6,742
Income before income taxes	$ 3,899	$ 3,408
Income taxes	1,188	1,000
Net income	$ 2,711	$ 2,408
Other comprehensive income, before tax:		
Unrealized gains on securities:		
Unrealized holding gains (losses) arising during period	$ 1,165	($1,062)
Less reclassification adjustment for gains included in net income	(300)	(99)
Other comprehensive income, before tax	865	(1,161)
Income tax expense related to items of other comprehensive income	(303)	406
Other comprehensive income, net of tax	$ 562	($755)
Comprehensive income	$ 3,273	$ 1,653
BASIC EARNINGS PER SHARE	$ 0.39	$ 0.35
DILUTED EARNINGS PER SHARE	$ 0.39	$ 0.34
DIVIDENDS DECLARED PER SHARE:		
Class A Common Stock	$ 0.19	$ 0.17

Class B Common Stock	-	$ 0.15
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FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997
(UNAUDITED)

	1998	1997
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 2,711	$ 2,408
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	923	829
Provision for loan losses	650	200
Increase in deferred income taxes	6	10
Amortization of investment security discounts	(41)	(131)
(Gain) on sales of investment securities, net	(300)	(99)
Proceeds from sales of pooled loans	15,831	5,180
Loans originated for sale	(16,944)	(4,973)
Gain on sale of pooled loans	(186)	(35)
Change in assets and liabilities:		
Decrease (increase) in other assets	(492)	1,015
Increase in accrued expenses	1,312	564
(Decrease) in interest payable	(97)	(90)
Increase in income taxes payable	1,125	973
Net cash provided by operating activities	$ 4,498	$ 5,851
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of securities classified available for sale	$ 16,701	$ 1,571
Proceeds from maturities of securities classified available for sale	37,853	37,325
Proceeds from maturities of securities classified held to maturity	-	4,079
Purchase of securities classified available for sale	(57,586)	(40,903)
Purchase of securities classified held to maturity	-	(300)
Increase in federal funds sold	(6,500)	(10,800)
(Increase) decrease in loans	(6,558)	8,834
Proceeds from sale of premises and equipment	22	-
Purchases of premises and equipment	(2,337)	(1,171)
Cash acquired in acquisition of Busey Carter Travel, Inc.	204	-
Net cash (used in) investing activities	($18,201)	($1,365)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net (decrease) in certificates of deposit	($21,194)	($844)
Net increase in demand, money market and saving deposits	10,660	3,166
Cash dividends paid	(1,315)	(1,159)
Purchase of treasury stock	(886)	(177)
Proceeds from sale of treasury stock	391	804
Proceeds from short-term notes payable	10,000	-
Proceeds from long-term borrowings	15,000	5,000
Principal payments on short-term notes payable	-	(1,500)
Net decrease in federal funds purchased, repurchase agreements and Federal Reserve discount borrowings	-	(6,405)
Net cash provided by (used in) financing activities	$ 12,656	($1,115)
Net increase (decrease) in cash and cash equivalents	($1,047)	$ 3,371
Cash and due from banks, beginning	43,299	33,738
Cash and due from banks, ending	$ 42,252	$ 37,109

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 March 31, 1998 and December 31, 1997 were as follows:

	March 31, 1998	December 31, 1997
	(Dollars in thousands)	
Commercial	$ 73,091	$ 63,861
Real estate construction	37,303	31,306
Real estate - farmland	12,589	11,782
Real estate - 1-4 family residential mortgage	227,379	225,622
Real estate - multifamily mortgage	64,148	74,385
Real estate - non-farm nonresidential mortgage	144,726	139,653
Installment	37,333	38,925
Agricultural	14,189	17,403
	$610,758	$602,937
Less:		
Allowance for loan losses	7,474	6,860
Net loans	$603,284	$596,077

The real estate-mortgage category includes loans held for sale with carrying values of $6,262,000 at March 31, 1998 and $4,963,000 at December 31, 1997; these loans had fair market values of $6,277,000 and $5,016,000, respectively.

NOTE 3: INCOME PER SHARE

Net income per common share has been computed as follows:

	Three Months Ended March 31, 1998	Three Months Ended March 31, 1997
Net income	$2,711,000	$2,408,000
Shares:		
Weighted average common shares outstanding	6,890,565	6,911,371
Dilutive effect of outstanding options, as determined by the application of the treasury stock method	117,656	99,847
Weighted average common shares outstanding, as adjusted for diluted earnings per share calculation	7,008,221	7,011,218
Basic earnings per share	$ 0.39	$ 0.35
Diluted earnings per share	$ 0.39	$ 0.34

NOTE 4: SUPPLEMENTAL CASH FLOW DISCLOSURES FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997.

	1998	1997
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	$ 8,239	$ 7,473
Income taxes	$ 0	$ 12
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Other real estate acquired in settlement of loans	$ 0	$ 0
Change in unrealized gain (loss) on securities available for sale	$ 865	($1,161)
(Decrease) increase in deferred income tax assets attributable to the unrealized (gain) loss on investment securities available for sale	($303)	$ 406
Acquisition of Busey Carter Travel, Inc.:		
Working capital including cash	$ 561	-
Premises and equipment	23	-
Intangibles and other assets	241	-
Common stock issued from treasury to acquire Busey Carter Travel, Inc.	$ 825	0

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

The following is management's discussion and analysis of the financial condition of First Busey Corporation and Subsidiaries ("Corporation") at March 31, 1998 (unaudited) when compared with December 31, 1997 and the results of operations for the three months ended March 31, 1998 and 1997 (unaudited). This discussion and analysis should be read in conjunction with the Corporation's consolidated financial statements and notes thereto appearing elsewhere in this quarterly report.

FINANCIAL CONDITION AT MARCH 31, 1998 AS COMPARED TO DECEMBER 31, 1997

Total assets increased $19,338,000, or 2.1%, to $934,878,000 at March 31, 1998 from $915,540,000 at December 31, 1997.

Securities available for sale increased $4,238,000, or 2.0%, to $219,752,000 at March 31, 1998 from $215,514,000 at December 31, 1997.

Loans increased $7,821,000 or 1.3%, to $610,758,000 at March 31, 1998 from $602,937,000 at December 31, 1997, primarily due to increases in commercial, real estate construction, and 1-4 family residential mortgages. These increases were partially offset by a decrease in multi-family mortgage loans.

Total deposits decreased $10,534,000, or 1.3%, to $800,919,000 at March 31, 1998 from $811,453,000 at December 31, 1997. Non-interest bearing deposits decreased 8.5% to $84,268,000 at March 31, 1998 from $92,090,000 at December 31, 1997. Interest bearing deposits decreased 0.4% to $716,651,000 at March 31, 1998 from $719,363,000 at December 31, 1997. Short-term borrowings increased $10,000,000 to $16,550,000 at March 31, 1998, as compared to $6,550,000 at December 31, 1997. Proceeds from the increase in short-term borrowings were used to capitalize Busey Business Bank, the holding company's new bank subsidiary located in Indianapolis, Indiana.

In the first three months of 1998, the Corporation repurchased 31,455 shares of its Class A stock at an aggregate cost of $886,000. The Corporation is purchasing shares for the treasury as they become available in order to meet future issuance requirements of previously granted non-qualified stock options. As of March 31, 1998, 41,403 of the 133,441 options which became exercisable on January 1, 1997 (and expire December 31, 1999), have not yet been exercised, and 14,700 of the 36,900 options which became exercisable on January 1, 1998 (and expire December 31, 1999) have not yet been exercised.

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

	March 31, 1998	December 31,1997
	(Dollars in thousands)	
Non-accrual loans	$ 648	$ 628
Loans 90 days past due, still accruing	1,460	1,033
Restructured loans	--	--
Other real estate owned	265	516
Non-performing other assets	2	5
Total non-performing assets	$2,375	$2,182
Total non-performing assets as a percentage of total assets	0.25%	0.24%
Total non-performing assets as a percentage of loans plus non-performing assets	0.39%	0.36%

The ratio of non-performing assets to loans plus non-performing assets increased to 0.39% at March 31, 1998 from 0.36 % at December 31, 1997. This was due to increases in the balance of loans 90 days past due and still accruing, offset partly by a decrease in other real estate owned.

RESULTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 1998 AS COMPARED TO MARCH 31, 1997

SUMMARY
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Net income for the three months ended March 31, 1998 increased 12.6% to $2,711,000 as compared to $2,408,000 for the comparable period in 1997. Diluted earnings per share increased 14.7% to $.39 at March 31, 1998 as compared to $.34 for the same period in 1997.

Operating earnings, which exclude security gains (losses) and the related tax expense (benefit), were $2,516,000, or $.36 per share for the three months ended March 31, 1998, as compared to $2,343,000, or $.33 per share for the same period in 1997.

The Corporation's return on average assets was 1.20% for the three months ended March 31, 1998, as compared to 1.13% achieved for the comparable period in 1997. The return on average assets from operations of 1.11% for the three months ended March 31, 1998 was a slight improvement over the 1.10% achieved in the comparable period of 1997.

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 three months ended March 31, 1998, as compared to 4.22% for the same period in 1997. The net interest margin expressed as a percentage of average total assets, also on a fully taxable equivalent basis, was 3.91% for the three months ended March 31, 1998, compared to 3.85% for the same period in 1997.

During the three months ended March 31, 1998, the Corporation recognized security gains of approximately $195,000, after income taxes, representing 7.20% of net income. During the same period in 1997, security gains of approximately $65,000 after income taxes were recognized, representing 2.7% of net income.

INTEREST INCOME
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Interest income, on a tax equivalent basis, for the three months ended March 31, 1998 increased 8.8% to $16,994,000 from $15,625,000 for the comparable period in 1997. The increase in interest income resulted from an increase in average earning assets of $59,208,000 for the period ended March 31, 1998, an increase of 7.5% from the 1997 level of average earning assets. The average yield on interest earning assets increased 10 basis points for the three months ended March 31, 1998 as compared to the same period in 1997, as asset growth was invested in loans.

INTEREST EXPENSE
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Total interest expense increased 10.3% for the three months ended March 31, 1998 as compared to the prior year period. This increase resulted primarily from a $6,800,000 increase in the average balance of other short-term borrowings combined with a $11,777,000 increase in the average balance of long-term debt for the three months ended March 31, 1998, as compared to the same period in 1997.

PROVISION FOR LOAN LOSSES
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The provision for loan losses of $650,000 for the three months ended March 31, 1998 is $450,000 more than the provision for the comparable period in 1997. The provision and the low level of net charge-offs for the period resulted in the reserve representing 1.22% of total loans on March 31, 1998, an increase from the 1.13% level at December 31, 1997. The adequacy of the reserve for loan losses is consistent with management's consideration of the composition of the portfolio, recent credit quality experience, and prevailing economic conditions.

OTHER INCOME, OTHER EXPENSE AND INCOME TAXES

Total other income, excluding security transactions, increased 34.4% for the three months ended March 31, 1998 as compared to the same period in 1997. This was a combination of increased trust revenue, other service charges and fees, securities gains and other operating income. Gains of $186,000 were recognized on the sale of $15,645,000 of loans for the three months ended March 31, 1998 as compared to gains of $35,000 on the sale of $5,145,000 of loans in the prior year period.

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

Total other expense increased 8.4% or $566,000 for the three months ended March 31, 1998 as compared to the same period in 1997.

Salaries and wages expense increased $381,000 or 12.7% and employee benefits expense decreased $8,000 or 1.2% for the three months ended March 31, 1998, as compared to the same period last year. The Corporation had 422 and 390 full-time-equivalent employees as of March 31, 1998 and 1997, respectively. Occupancy and furniture and equipment expenses increased 11.4% to $1,108,000 for the three months ended March 31, 1998 from $995,000 in the prior year period. Data processing expense increased $127,000 or 35.4% to $486,000 for the three months ended March 31, 1998 from the prior year period. There were no foreclosed property write-downs and expenses in the three month periods ending March 31, 1998 and March 31, 1997.

The Corporation's net overhead expense, total non-interest expense less non-interest income divided by average assets, decreased to 1.90% for the three months ended March 31, 1998 from 2.05% in the prior year period as a result of the income and expense items described above.

The Corporation's efficiency ratio is defined as operating expenses divided by net revenue. (More specifically it is defined as non interest expense expressed as a percentage of the sum of tax equivalent net interest income and non interest income, excluding security gains and amortization expense). The consolidated efficiency ratio for the three months ended March 31, 1998 was 58.8% as compared to 60.5% for the prior year period. When the gains on the sales of loans are excluded, these ratios are 59.7% and 60.7%, respectively. The change in the current year efficiency ratio is due to the income and expense items noted above.

Income taxes for the three months ended March 31, 1998 increased to $1,188,000 as compared to $1,000,000 for the comparable period in 1997 due to the higher level of pre-tax income. As a percent of income before taxes, the provision for income taxes increased to 30.5% for the three months ended March 31, 1998 from 29.3% for the same period in 1997.

LIQUIDITY

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

The sources of short-term liquidity utilized by the Corporation consist of non-reinvested asset maturities, deposits and capital funds. Additional liquidity is provided by bank lines of credit, repurchase agreements and the ability to borrow from the Federal Reserve Bank. 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 does not rely upon these purchases for liquidity needs. The Corporation has an operating line with American National Bank and Trust Company of Chicago in the amount of $10,000,000 with $4,000,000 available as of March 31, 1998. Long-term liquidity needs will be satisfied primarily through retention of capital funds.

The Corporation's dependence on large liabilities (defined as time deposits over $100,000 and short-term borrowings) decreased to 11.09% at March 31, 1998 from 12.4% at December 31, 1997. This is the ratio of total large liabilities to total liabilities. This change was due to an $18,678,000 decrease in time deposits over $100,000, partially offset by a $10,000,000 increase in short-term borrowings.

CAPITAL RESOURCES

Other than from the issuance of common stock, the Corporation's primary source of capital is retained net income. During the three months ended March 31, 1998, the Corporation earned $2,711,000 and paid dividends of $1,315,000 to stockholders, resulting in a retention of current earnings of $1,396,000. The Corporation's dividend payout for the three months ended March 31, 1998 was 48.5%. The Corporation's risk-based capital ratio was 13.39% and the leverage ratio was 7.67% as of March 31 1998, as compared to 13.01% and 7.61% respectively as of December 31, 1997. The Corporation and its bank subsidiary were well above all minimum required capital ratios as of March 31, 1998.

MARKET RISK

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

The Corporation's banking subsidiaries, Busey Bank and Busey Business Bank, have asset-liability committees which meet periodically (Busey Bank's committee meets monthly and Busey Business Bank's committee meets quarterly) to review current market conditions and attempt to structure the banks' balance sheets to ensure stable net interest income despite potential changes in interest rates with all other variables constant.

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

The committee does not rely solely on gap analysis to manage interest-rate risk as interest rate changes do not impact all categories of assets and liabilities equally or simultaneously. The asset-liability committees supplement gap analysis with balance sheet and income simulation analysis to determine the potential impact on net interest income of changes in market interest rates. In these simulation models the balance sheet is projected over a one-year period and net interest income is calculated under current market rates, and then assuming permanent instantaneous shifts in the yield curve of -100 basis points and +/- 200 basis points. These interest-rate scenarios indicate the interest rate risk of the Corporation over a one-year time horizon due to changes in interest rates, as of March 31, 1998, is as follows:

	Basis Point Changes		
	-100	+100	+200
Percentage change in net interest income due to an immediate change in interest rates over a one-year period	-3.31%	-.60%	-3.33%

YEAR 2000 COMPLIANCE

The Corporation has developed an all encompassing plan to address Year 2000 related issues. The plan has five phases that include (1) awareness of Year 2000 issues, (2) identification and inventory of Year 2000 issues, (3) development of solutions including contingency plans, (4) implementation of solutions, and (5) testing. Approximately 300 different issues and software systems have been inventoried as having possible Year 2000 impact. These issues range from forms to alarm systems to core applications software. Plans are being put in place to test and address each of these items. To ensure compliance for the bank core data processing systems, there will be a conversion from the current outsourced solution to an in-house solution in the fall of 1998. This will encompass all loan, deposit and financial reporting aspects of the banking operation. There will be costs of approximately $3,800,000 for equipment and software which will be partially offset by the elimination of many of the outsourcing costs. Some of these costs will be capitalized as they related to equipment purchased for an in-house data processing solution.

This risk goes beyond the internal items and also involves all of our vendors and customers. The Corporation will be conducting education sessions for its customers in 1998 to alert them to the potential problems they could encounter. This will not eliminate this type of Year 2000 risk and the Corporation could be adversely affected if the vendors and customers do not adequately address their own Year 2000 issues.

Contingency plans are being developed for critical business applications in order to mitigate potential problems and/or delays associated with implementation of new solutions or delivery of products and services from vendors.

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

The following table sets forth the static rate-sensitivity analysis of the Corporation as of March 31, 1998.

	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	$ 25,300	$ 0	$ 0	$ 0	$ 0	$ 25,300
Investment securities						
U.S. Governments	2,001	16,732	17,051	64,013	65,211	165,008
Obligations of states and political subdivisions	252	8	0	4,614	27,147	32,021
Other securities	3,347	301	326	1,318	17,457	22,749
Loans (net of unearned int.)	181,529	30,806	43,891	92,064	262,468	610,758
Total rate-sensitive assets	$ 212,429	$ 47,847	$ 61,268	$ 162,009	$372,283	$855,836
Interest bearing transaction deposits	$ 159,248	$ 0	$ 0	$ 0	$ 0	$159,248
Savings deposits	83,290	0	0	0	0	83,290
Money market deposits	122,002	0	0	0	0	122,002
Time deposits	41,926	51,480	66,822	93,251	98,658	352,137
Short-term borrowings:						
Federal funds purchased & repurchase agreements	0	0	0	0	0	0
Other	0	0	16,550	0	0	16,550
Long-term debt	0	5,000	0	0	20,000	25,000
Total rate-sensitive liabilities	$ 406,466	$ 56,480	$ 83,372	$ 93,251	$118,658	$758,227
Rate-sensitive assets less rate-sensitive liabilities	($194,037)	($8,633)	($22,104)	$ 68,758	$253,625	$ 97,609
Cumulative Gap	($194,037)	($202,670)	($224,774)	($156,016)	$ 97,609	---
Cumulative amounts as a percentage of total rate-sensitive assets	-22.67%	-23.68%	-26.26%	-18.23%	11.41%	---
Cumulative ratio	0.52X	0.56X	0.59X	0.76X	1.13X	1.13X

The foregoing table shows a negative (liability sensitive) rate-sensitivity gap of $194.0 million in the 1-30 day repricing category. The gap beyond 30 days, through 180 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 180 days become less liability sensitive as rate-sensitive assets that reprice after 180 days become greater in volume than rate- sensitive liabilities that are subject to repricing in the same respective time periods. The composition of the gap structure at March 31, 1998 will benefit the Corporation more if interest rates fall during the next 180 days by allowing the net interest margin to grow as liability rates would reprice more quickly than rates on interest rate-sensitive assets. After 180 days, a rate increase would benefit the Corporation because the volume of rate-sensitive assets repricing would exceed the volume of rate-sensitive liabilities that would be repricing.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
AVERAGE BALANCE SHEETS AND INTEREST RATES
QUARTERS ENDED MARCH 31, 1998 AND 1997

	1998			1997		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in thousands)					
ASSETS						
Federal funds sold	$ 20,616	$ 280	5.51%	$ 7,680	$ 100	5.30%
Investment securities						
U.S. Government obligations	170,876	2,436	5.78%	167,324	2,416	5.86%
Obligations of states and political subdivisions (1)	31,890	642	8.16%	36,896	769	8.46%
Other securities	21,941	246	4.55%	20,427	253	5.01%
Loans (net of unearned interest) (1) (2)	606,971	13,391	8.95%	560,759	12,087	8.74%
Total interest earning assets	$852,294	$ 16,994	8.09%	$793,086	$ 15,625	7.99%
Cash and due from banks	32,636			38,497		
Premises and equipment	23,309			21,939		
Reserve for possible loan losses	(7,011)			(6,248)		
Other assets	17,432			17,661		
Total Assets	$918,660			$864,935		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest bearing transaction deposits	$ 10,965	$ 52	1.93%	$142,848	$ 616	1.75%
Savings deposits	80,497	662	3.33%	84,303	677	3.26%
Money market deposits	261,922	1,898	2.94%	121,455	1,115	3.72%
Time deposits	363,132	4,980	5.56%	348,931	4,741	5.51%
Short-term borrowings:						
Federal funds purchased and repurchase agreements	419	6	5.58%	310	6	7.90%
Other	14,050	278	8.02%	7,250	127	7.08%
Long-term debt	18,944	266	5.70%	7,167	101	5.73%
Total interest bearing liabilities	$749,929	$ 8,142	4.40%	$712,264	$ 7,383	4.20%
Net interest spread			3.69%			3.79%
Demand deposits	78,479			72,657		
Other liabilities	7,815			5,734		
Stockholders' equity	82,437			74,280		
Total Liabilities and Stockholders' Equity	$918,660			$864,935		
Interest income / earning assets (1)	$852,294	$ 16,994	8.09%	$793,086	$ 15,625	7.99%
Interest expense / earning assets	852,294	8,142	3.87%	793,086	7,383	3.77%
Net interest margin (1)		$ 8,852	4.21%		$ 8,242	4.22%

(1) On a tax-equivalent basis, assuming a federal income tax rate of 35% for 1998 and 1997.
(2) Non-accrual loans have been included in average loans, net of unearned interest.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CHANGES IN NET INTEREST INCOME
QUARTERS ENDED MARCH 31, 1998 AND 1997

	Change due to (1)		
	Average Volume	Average Yield/Rate	Total Change
	(Dollars in thousands)		
Increase (decrease) in interest income:			
Federal funds sold	$ 176	$ 4	$ 180
Investment securities:			
U.S. Government obligations	50	(30)	20
Obligations of states and political subdivisions (2)	(101)	(27)	(128)
Other securities	26	(32)	(6)
Loans (2)	1,014	289	1,303
Change in interest income (2)	$ 1,165	$ 204	$ 1,369
Increase (decrease) in interest expense:			
Interest bearing transaction deposits	($635)	$ 71	($564)
Savings deposits	(32)	16	(16)
Money market deposits	957	(174)	783
Time deposits	194	45	239
Short-term borrowings:			
Federal funds purchased and repurchase agreements	(2)	2	0
Other	133	19	152
Long-term debt	166	(1)	165
Change in interest expense	$ 781	($22)	$ 759
Increase in net interest income (2)	$ 384	$ 226	$ 610

(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 1998 and 1997.

PART II - OTHER INFORMATION

ITEM 4:

The annual meeting of Stockholders of First Busey Corporation was held on April 27, 1998. At that meeting, the following matters were approved by the Stockholders:

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

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

2. Ratification of the appointment of McGladrey & Pullen, LLP as independent auditors for the fiscal year ending December 31, 1998.

For:	5,390,931	(98.28%)
Against:	4,094	(0.07%)
Abstain:	90,403	(1.65%)

ITEM 6: Exhibits and Reports on Form 8-K

(a) There were no reports on Form 8-K filed during the three months ending March 31, 1998.

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: May 13, 1998

9
1,000

3-MOS
DEC-31-1998
MAR-31-1998
42,252
0
25,300
0
219,752
0
0
610,758
7,474
934,878
800,919
16,550
8,832
25,000
0
0
6,291
77,286
934,878
13,319
3,098
280
16,697
7,592
8,142
8,555
650
300
7,308
3,899
2,711
0
0
2,711
0.39
0.39
8.09
648
1,460
0
463
6,860
78
42
7,474
0
0
613