FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | | | | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|---|--|--|--|---------------------------------------|---|---|---------------------------|--------------|----------------------------------|--|------------------|---|---|--|--|-----------------------|---|---|---|--|--|
| DOWNEY DAVID J | | | | | | | | | | | | | | | | X Director | | | | 10% O | wner | |
| (Last) | (F ST UNIVE | rirst) | (Middle) | 3. Date of Earliest Transa 01/29/2016 | | | | | | saction (Month/Day/Year) | | | | | | | Offic belov | er (give title w) | | Other (below) | (specify | |
| | | | | | | | endmen | t, Date | of Ori | riginal F | iled | (Month/D | 6. | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |
| (Street) | | | | | | | | | | | | | | | Lir | , | _ | C | _ | 5 | | |
| CHAMP | AIGN II | | 61820 | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) | (S | State) | (Zip) | | | | | | | | | | | | | | | | | | | |
| | | Tal | ole I - No | n-Deriv | ative | e Se | curiti | es A | cquii | red, C | Disp | osed o | of, or | Bene | eficia | lly | Owne | ed | | | | |
| Date | | | 2. Transa Date (Month/D | | ar) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | | 8, 4 and Section Benderal Section Sect | | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | | | v | Amount | () | A) or O) | | | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| Common | Stock | | | 01/29 | 01/29/2016 | | | | | A | | 42(1) | | A | \$0 | | 190,861 | | | D | | |
| Common Stock | | | | | | | | | | | | | | | | | 72,333 | | | I | Roth IRA/Park Randolph & Co. | |
| | | ٦ | Table II - I | Derivat e.g., pu | | | | | | | | | | | | , Ov | vned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/Da | Date, | 4. Transactio Code (Instr 8) | | of Deriv Secu Acqu (A) o Disp of (D | r osed) r. 3, 4 | Expir | ate Exer ration E nth/Day/ | ate | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exer | : cisable | | epiration ate | Title | or | ount nber ires | | | | | | | |
| Common Stock | \$58.23 | | | | | | | | 08/0 | 01/2007 | 02 | 2/21/2016 | Stock Option | | 583 | | | 2,583 | | D | | |
| Common Stock | \$58.05 | | | | | | | | 08/0 | 01/2007 | 07 | //17/2017 | Stock Option | | 550 | | | 1,550 | | D | | |
| Common Stock | \$22.59 | | | | | | | | 06/0 | 01/2010 | 06 | 5/30/2019 | Stock Option | | 500 | | | 2,500 | | D | | |
| Common | \$13.47 | | | | | | | | 06/0 | 01/2011 | 06 | 5/01/2020 | Stock | | 500 | | | 2,500 | | D | | |

Explanation of Responses:

1. Represents dividend equivalent rights accrued on Restricted Stock Units in conjunction with the payment of a cash dividend on First Busey Corporation Stock. Each dividend equivalent right is the economic equivalent of one share of First Busey Corporation Stock.

Remarks:

/s/ David J. Downey

02/01/2016

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.