

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

FIRST BUSEY CORPORATION  
-----

(Name of Issuer)

CLASS A COMMON STOCK  
-----

(Title of Class of Securities)

319383105  
-----

(Cusip Number)

BARBARA J. KUHL, EXECUTIVE VICE PRESIDENT, 201 W. MAIN, P.O. BOX 123,  
URBANA, IL, 61801  
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(Name and Address of Person Authorized to Receive Notices and  
Communications)

217-384-4513  
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(Telephone Number)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the statement [X].  
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
ALLEN B. KLINGEL, JR.  
###-##-####
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
00
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(d) [ ]
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES
7. SOLE VOTING POWER  
15,000
8. SHARES VOTING POWER  
324,901
9. SOLE DISPOSITIVE POWER  
15,000
10. SHARED DISPOSITIVE POWER  
324,901
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
339,901
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
8.97 percent
14. TYPE OF REPORTING PERSON  
IN

ITEM 1 SECURITY AND ISSUER:  
CLASS A COMMON STOCK  
FIRST BUSEY CORPORATION 201 W. MAIN STREET, URBANA, IL 61801

ITEM 2 IDENTITY AND BACKGROUND

- (a) ALLEN B. KLINGEL, JR.
- (b) 319 WEST SECOND AVENUE, SPOKANE, WA, 99204
- (c) FOOD MANUFACTURING AND DISTRIBUTION  
FRESH FOODS CORPORATION OF AMERICA, 319 WEST SECOND  
AVENUE, SPOKANE, WA
- (d) NO
- (e) NO
- (f) UNITED STATES

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION  
NO CONSIDERATION WAS TENDERED FOR THESE SHARES

ITEM 4 PURPOSE OF TRANSACTION  
SHARES ARE NOW HELD BY THE MARTIN A. KLINGEL ESTATE OF WHICH  
ALLEN B. KLINGEL, JR. SERVES AS CO-EXECUTOR PURSUANT TO  
PROVISIONS OF THE WILL OF MARTIN A. KLINGEL

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

- (a) 339,901--8.97%
- (b) SOLE VOTING POWER--15,000  
SHARES VOTING POWER--324,901  
SOLE DISPOSITIVE POWER--15,000  
SHARES DISPOSITIVE POWER--324,901
- (c) N/A
- (d) N/A
- (e) N/A

ITEM 6 CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT  
TO SECURITIES OF THE ISSUER  
N/A

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS  
N/A

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.

February 13, 1996  
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DATE

/s/ Allen B. Klingel, Jr.  
-----  
SIGNATURE  
  
ALLEN B. KLINGEL, JR.  
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(Name/Title)