

FIRST BUSEY CORP /NV/  
Form 11-K  
June 23, 2011  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the fiscal year ended December 31, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number:    0-15950 (First Busey Corporation)  
   33-30095 (First Busey Corporation Profit Sharing Plan and Trust)

A.                            Full title of the plan and the address of the plan, if different from that of the issuer named below:

**First Busey Corporation Profit Sharing Plan and Trust**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**First Busey Corporation**

**100 W. University Avenue**

**Champaign, Illinois 61820**

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**FIRST BUSEY CORPORATION**  
**PROFIT SHARING PLAN AND TRUST**

**FINANCIAL STATEMENTS**

December 31, 2010 and 2009

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

Urbana, Illinois

FINANCIAL STATEMENTS

December 31, 2010 and 2009

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**Report of Independent Registered Public Accounting Firm**

Employee Compensation and Benefits Committee

First Busey Corporation Profit Sharing Plan and Trust

Urbana, Illinois

We have audited the accompanying statements of net assets available for benefits of First Busey Corporation Profit Sharing Plan and Trust as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of First Busey Corporation Profit Sharing Plan and Trust as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010 in conformity with United States generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is presented fairly, in all material respects in relation to the basic financial statements taken as a whole.

/s/ Clifton Gunderson LLP  
Peoria, Illinois  
June 20, 2011

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

	2010	2009
<b>ASSETS</b>		
Investments		
Participant directed investments	\$ 68,445,793	\$ 62,610,408
Money market account	52,043	71,154
ERISA fee reimbursement account	1	35,245
Total investments	68,497,837	62,716,807
Receivables		
Employers contributions	1,050,000	750,000
Notes receivable from participants	789,114	739,248
Total receivables	1,839,114	1,489,248
Other assets	47,034	47,034
Net assets reflecting all investments at fair value	70,383,985	64,253,089
Adjustment from fair value to contract value for fully benefit-responsive contracts	(136,897)	248,654
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b>\$ 70,247,088</b>	<b>\$ 64,501,743</b>

See accompanying notes to financial statements.

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

<b>Additions to net assets attributed to:</b>	
Investment income:	
Net appreciation in fair value of investments	\$ 5,703,900
Interest and dividends on investments	2,028,076
	7,731,976
Interest income from notes receivable from participants	27,560
Contributions:	
Employers	2,256,575
Participants	2,490,417
Participant rollovers	56,649
	4,803,641
Total additions	12,563,177
<b>Deductions from net assets attributed to:</b>	
Benefits paid to participants	6,788,113
Administrative expenses	29,719
Total deductions	6,817,832
<b>Net increase</b>	<b>5,745,345</b>
<b>Net assets available for benefits</b>	
Beginning of year	64,501,743
End of year	\$ 70,247,088

See accompanying notes to financial statements.



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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 1 - PLAN DESCRIPTION**

The following description of the First Busey Corporation Profit Sharing Plan and Trust ( the Plan ) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan s provisions.

General: The Plan is a defined contribution plan covering substantially all employees of First Busey Corporation and its subsidiaries ( the Employers ). Employees are eligible at age 21 to make salary deferrals and receive matching contributions. Employees are eligible for the employer profit sharing contribution at age 21 and after completion of one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( ERISA ).

Contributions: Each year, participants may contribute a percentage of their pretax annual compensation, as defined in the plan, subject to limitations of the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified plans. Eligible participants may also make catch-up contributions to the Plan.

The Employers contributions to the Plan are determined annually by the Board of Directors. During 2010, the Employers will make matching contributions to the Plan equal to a percentage of the first 5% (100% on the first 3% and 50% on the next 2%) of total compensation that a participant contributes to the Plan. The Employers may also make profit sharing contributions as determined by the Board of Directors each year. Contributions are subject to certain limitations.

Participants direct the investment of the contributions into their account into the various investment options offered by the Plan, including First Busey Corporation common stock.

Participant Accounts: Each participant s account is credited with the participant s contributions and an allocation of the Employers contributions and the Plan s earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings, participant contributions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account. Any discretionary employer matching contributions or profit sharing contributions will be allocated to the Plan in the following year, prior to the due date of the corporate tax return.

Vesting: Participants are immediately vested in their voluntary contributions, the Employers safe harbor matching contributions, and the respective plan earnings on those contributions.

Vesting in the Employers' profit sharing contributions portion of their accounts is based on years of continuous service. A participant is 100% vested after five years of credited service.

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 1 - PLAN DESCRIPTION (CONTINUED)**

A participant is 100% vested upon reaching retirement age, death, or disability regardless of years of service.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less, from any source except profit sharing. The loans are secured by the balance in the participant's account and bear interest at the prime rate. Interest rates are fixed over the term of the loan. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits: Upon termination of service, a participant is entitled to receive an amount representing the vested interest in his or her account. Participants whose vested account balance is under \$5,000 are paid through a lump sum. Participants whose vested account balance is over \$5,000 may elect to receive their payment either as a lump-sum amount or as installments over a period not longer than the life expectancy of the participant.

Forfeitures: The non-vested portion of terminated participants accounts plus earnings thereon are forfeited and reallocated to participant accounts. Forfeitures for nonvested account balances as of December 31, 2010 and 2009 were approximately \$51,000 and \$70,000, respectively.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting: The financial statements of the Plan have been prepared using the accrual basis of accounting.

Fully benefit-responsive investment contracts held directly or indirectly by the Plan are to be presented at fair value. In addition, any material difference between the fair value of these investments and their contract value is to be presented as a separate adjustment line in the statement of net assets available for benefits, because contract value remains the relevant measurement attribute for that portion of net assets available for benefits attributable to fully benefit-responsive investment contracts. The net appreciation reported in the Plan's statement of changes in net assets available for benefits has not been impacted, as the amount reflects the contract value of fully benefit-responsive contracts held directly or indirectly by the Plan.



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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures, and actual results may differ from those estimates.

Investment Valuation and Income Recognition: The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits: Benefits are recorded when paid.

Concentration: At December 31, 2010 and 2009, approximately 8% of the Plan's investment assets were invested in First Busey Corporation common stock.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Risks and Uncertainties: The Plan provides for various investment options. The underlying investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Change in Accounting Principles: The Plan adopted a new accounting standard, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which provides clarification of how loans to participants should be classified and measured by defined contribution pension

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benefit plans. This guidance requires that loans to participants be reported as notes receivable from participants in the statement of net assets available for benefits and be measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted this standard in its December 31, 2010 financial statements and has reclassified participant loans from investments to notes receivable from participants as of December 31, 2009. The Plan also reclassified interest income from participant loans from investment income to interest income from notes receivable from participants for the year ended December 31, 2009. Net assets of the Plan were not affected by the adoption of this standard.

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## FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

## NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 3 - INVESTMENTS**

The following investments represent 5% or more of the Plan's net assets at December 31:

	2010	2009
<b>Investments at fair value as determined by quoted market price</b>		
First Busey Corporation Stock Fund	\$ 4,200,705	\$ 3,857,815
Shares of mutual funds:		
American Funds Growth Fund of America	9,704,515	9,793,806
American Funds Income Fund of America	5,716,287	5,574,062
Oppenheimer Small Cap Value Fund (Class A)	<5 percent	6,159,433
Schwab S&P 500 Index Fund	5,988,248	5,160,603
Thornburg International Fund (Class A)	8,475,279	7,049,405
PIMCO Total Return (Class D)	11,925,251	9,510,137
<b>Investments at Contract Value</b>		
Common collective trust:		
Reliance Trust Company Metlife Master Trust 25157	8,754,743	8,574,530

During 2010, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$5,703,900 as follows:

Common stock and stock fund	\$ 1,159,371
Mutual funds	4,544,529
	\$ 5,703,900

During 2010, the Plan sold or distributed shares in the common stock and stock fund for a realized gain of \$266,054.

**NOTE 4 - FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board Statement (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for

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identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:





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*Common stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds:* Valued at the net asset value ( NAV ) of shares held by the Plan at year end.

*Common collective trust:* Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note 7).

*Stock fund:* Valued at a unitized value which moves in direct relationship to First Busey Corporation stock.

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## FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

## NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)**

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			Total
	Level 1	Level 2	Level 3	
<b>Mutual funds:</b>				
Equity funds	\$ 32,333,194	\$ 4,200,705	\$	\$ 36,533,899
Fixed income funds	11,925,251			11,925,251
Balanced funds	5,733,074			5,733,074
Money market funds	52,044			52,044
	50,043,563	4,200,705		54,244,268
Common stocks and stock fund	5,361,929			5,361,929
Common collective trust			8,891,640	8,891,640
Total assets at fair value	\$ 55,405,492	\$ 4,200,705	\$ 8,891,640	\$ 68,497,837
	Assets at Fair Value as of December 31, 2009			Total
	Level 1	Level 2	Level 3	
<b>Mutual funds:</b>				
Equity funds	\$ 30,415,807	\$ 3,857,815	\$	\$ 34,273,622
Fixed income funds	9,510,137			9,510,137
Balanced funds	5,597,225			5,597,225
Money market funds	106,399			106,399
	45,629,568	3,857,815		49,487,383
Common stocks and stock fund	4,903,548			4,903,548
Common collective trust			8,325,876	8,325,876
Total assets at fair value	\$ 50,533,116	\$ 3,857,815	\$ 8,325,876	\$ 62,716,807

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2010 and 2009:

	<b>2010 Common Collective Trust</b>	<b>2009 Common Collective Trust</b>
Balance, beginning of year	\$ 8,325,876	\$ 8,469,647
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	648,423	314,286
Purchases, sales, issuances and settlements (net)	(82,659)	(458,057)
Balance, end of year	\$ 8,891,640	\$ 8,325,876

**NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS**

Parties in interest are defined under Department of Labor's regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employers, and certain others. In 2010, there were no fees paid to parties-in-interest from plan assets. All fees to parties-in-interest were paid from revenue sharing and plan expense reimbursement funds.

The Plan held the following assets with parties in interest at December 31:

		<b>2010</b>	<b>2009</b>
Schwab Investments	S&P 500 Index Fund	\$ 5,988,248	\$ 5,160,603
Schwab Investments	Investor Money Fund	1	35,245
Schwab Investments	Money Market	52,043	71,154
First Busey Corporation	Common stock	1,161,224	1,045,733
First Busey Corporation	Stock Fund	4,200,705	3,857,815
Participants	Notes receivable	789,114	739,248

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Certain administrative functions are performed by officers or employees of the Employers. No such officer or employee receives compensation from the Plan.

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 6 - INCOME TAX STATUS**

The Internal Revenue Service has determined and informed First Busey Corporation by a letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ( IRC ). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

**NOTE 7 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT OF STABLE VALUE FUND COMMON COLLECTIVE TRUST**

The Plan invests in a common collective trust managed by Reliance Trust Company which invests solely in a managed group annuity contract with Metropolitan Life Insurance Company ( Issuer ), Metlife Stable Managed GIC ABG (Contract #25157). The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The investment contract specifies certain conditions under which distributions from the contracts would be payable at amounts below contract value. Such circumstances include premature contract termination initiated by the employer and certain other employer-initiated events. The contract limits the circumstances under which the Issuer may terminate the contract. Examples of circumstances which would allow the Issuer to terminate the contract include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events were to occur, the Issuer could terminate the contract at an amount less than contract value.

Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

**NOTE 7 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT OF STABLE VALUE FUND COMMON COLLECTIVE TRUST (CONTINUED)**

The crediting interest rates of the contract are based on agreed-upon formulas with the Issuer, as defined in the contract agreement, but cannot be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting. The key factors that influence future interest crediting rates include the following: the level of market interest rates; the amount and timing of participant contributions, transfers and withdrawals into/out of the contract; and the duration of the underlying investments backing the contract. The resulting gains and losses in the fair value of the investment contract relative to the contract value, if any, are reflected in the Statements of Net Assets Available for Benefits as Adjustment from fair value to contract value for fully benefit-responsive investment contracts ( adjustment ). If the adjustment is positive, this indicates that the contract value is greater than the fair value. The embedded losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. If the adjustment is negative, this indicates that the contract value is less than the fair value. The embedded gains will cause the future interest crediting rate to be higher than it otherwise would have been. Adjustments are reflected in the Plan s 2010 and 2009 Statements of Net Assets Available for Benefits in the amounts of \$(136,897) and \$248,654, respectively.

Average yields for the contract for the years ended December 31 were:

	2010	2009
Based on annualized earnings (1)	8.97%	15.01%
Based on interest rate credited to participants (2)	3.73%	3.80%

(1) Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the contract investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the contract investments on the same date.

**NOTE 8 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employers have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan s termination, participants will become 100% vested in their accounts.

This information is an integral part of the accompanying financial statements.



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**SUPPLEMENTAL SCHEDULE**

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FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

Name of Plan Sponsor: First Busey Corporation  
 Employer Identification Number: 37-1078406  
 Three-digit Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	First Busey Corporation	Stock Fund	#	\$ 4,200,705
*	First Busey Corporation	Common stock	#	1,161,224
<b>Mutual funds</b>				
	American Funds	Growth Fund of America	#	9,704,515
	American Funds	Income Fund of America	#	5,716,287
*	Schwab Investments	S&P 500 Index Fund	#	5,988,248
	Thornburg Funds	International Fund (Class A)	#	8,475,279
	PIMCO Funds	Total Return Fund (Class D)	#	11,925,251
	American Beacon	Beacon Large Cap Value Fund	#	1,765,526
	Victory Funds	Diversified Stock Fund	#	1,800,438
	T. Rowe Price	Mid-Cap Growth	#	1,974,892
	T. Rowe Price	Retirement Fund 2010	#	16,787
	T. Rowe Price	Retirement Fund 2020	#	183,372
	T. Rowe Price	Retirement Fund 2030	#	154,332
	T. Rowe Price	Retirement Fund 2040	#	306,023
	Goldman Sachs	Goldman Sachs Absolute Return Tracker I	#	918,454
	Goldman Sachs	Goldman Sachs Satellite Strategies Instl	#	3,318,416
	Ridge Worth	Ridge Worth Small Cap Value Equity I	#	1,944,404
54,192,224				
<b>Interest-bearing cash</b>				
*	Schwab Investments	Investor Money Fund	\$	1
*	Schwab Investments	Money Market	\$	52,043
52,044				
<b>Common Collective Trust</b>				
	Reliance Trust Company	MetLife Master Trust 25157	#	8,754,743
<b>Notes receivable from participants</b>				
*	Participants	Interest rates ranging from 3.25% to 10.25% with various maturities	\$	789,114
				\$ 69,150,054

\* Represents a party-in-interest transaction.

# Investments are participant-directed; therefore, cost information is not disclosed.



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**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee (or other persons who administer the employee benefit plan) has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**First Busey Corporation Profit Sharing Plan and Trust**

By: /s/ Donna Greene

Name: Donna Greene

Title: President, Busey Wealth Management

Date: June 23, 2011

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**FIRST BUSEY CORPORATION  
PROFIT SHARING PLAN AND TRUST**

**EXHIBIT INDEX**

**TO**

**ANNUAL REPORT ON FORM 11-K**

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of Clifton Gunderson LLP

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