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FIRST BUSEY CORP /NV/
Form 11-K
June 24, 2004

FORM 11-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL REPORT
Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

For the fiscal year ended December 31, 2003

Commission File No. 0-15950 (First Busey Corporation)
Commission File No. 33-30095 (First Busey Corporation Profit Sharing Plan and Trust)
Commission File No. 33-60402 (First Busey Corporation Employee Stock Ownership Plan and Trust)

- A. Full Title of the plans and the address of the plans, if different from that of the issuer named before:

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST

FIRST BUSEY CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

- B. Name of the issuer of the securities held pursuant to the plans and the address of its principle executive officer:

FIRST BUSEY CORPORATION
201 WEST MAIN STREET
URBANA, IL 61801

FIRST BUSEY CORPORATION
PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS
December 31, 2003 and 2002

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
Urbana, Illinois

FINANCIAL STATEMENTS
December 31, 2003 and 2002

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Profit Sharing Committee and Participants
First Busey Corporation Profit Sharing Plan and Trust
Urbana, Illinois

We have audited the accompanying statement of net assets available for benefits of First Busey Corporation Profit Sharing Plan and Trust ("the Plan") as of December 31, 2003, and the related statement of changes in net assets available for benefits for the year then ended. 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 audit.

We conducted our audit in accordance with 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. 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 audit provides a reasonable basis for our opinion.

In our opinion, the 2003 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2003, and the changes in net assets available for benefits for the year then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic 2003 financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose 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. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

//Crowe Chizek and Company LLC//

Crowe Chizek and Company LLC

Oak Brook, Illinois
April 8, 2004

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[McGLADREY & PULLEN LOGO]

Certified Public Accountants

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 33-30095) under the Securities Act of 1933 of First Busey Corporation of our report dated April 8, 2003 on our audit of the financial statements of First Busey Corporation Profit Sharing Plan and Trust as of December 31, 2002, and for the years ended December 31, 2002 and 2001, which is included in the Annual Report on Form 11-K for the year ended December 31, 2003.

/s/ McGladrey & Pullen, LLP

McGladrey & Pullen, LLP

Champaign, Illinois
June 24, 2004

McGladrey & Pullen, LLP is a member firm of RSM International - an affiliation of separate and independent legal entities.

2.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2003 and 2002

| | 2003 ---- | 2002 ---- |
|-----------------------------------|-----------------------|-----------------------|
| ASSETS | | |
| Investments (Note 3) | \$31,683,937 | \$27,512,602 |
| Receivables | | |
| Accrued interest and dividends | 28,216 | 46,210 |
| Participants' contributions | 45,877 | 1,660 |
| | ----- | ----- |
| | 74,093 | 47,870 |
| | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$31,758,030 ===== | \$27,560,472 ===== |

See accompanying notes to financial statements.

3.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2003

ADDITIONS TO NET ASSETS ATTRIBUTED TO
Investment income

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| | |
|--|--------------|
| Net appreciation in fair value of investments (Note 3) | \$ 5,151,423 |
| Interest and dividends | 624,784 |
| | ----- |
| | 5,776,207 |
| Contributions: | |
| Employers | 880,000 |
| Participants | 1,142,234 |
| Participants' contribution rollovers | 44,364 |
| | ----- |
| | 2,066,598 |
| | ----- |
| Total additions | 7,842,805 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO | |
| Benefits paid to participants | 3,494,174 |
| Administrative expenses | 151,073 |
| | ----- |
| Total deductions | 3,645,247 |
| | ----- |
| NET INCREASE | 4,197,558 |
| NET ASSETS AVAILABLE FOR BENEFITS | |
| Beginning of year | 27,560,472 |
| | ----- |
| End of year | \$31,758,030 |
| | ===== |

See accompanying notes to financial statements.

4.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2003 and 2002

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") who have attained the minimum age of twenty-one, and have completed 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. The Employers may make matching contributions to the Plan equal to a percentage of the first 6% of total compensation that a participant contributes to the Plan. The Employers may also make profit sharing contributions as

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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.

Vesting: Participants are immediately vested in their voluntary contributions, the Employers' 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 seven years of credited service.

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

(Continued)

5.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS December 31, 2003 and 2002

NOTE 1 - PLAN DESCRIPTION (Continued)

Participant Loans: 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. 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 may elect to receive the value of their vested interest in his or her account either as a lump-sum amount or as installments over a period not longer than the life expectancy of the participant.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

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

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. It is at least reasonably possible that a significant change may occur in the near term for the estimates of investment valuation.

Investment Valuation and Income Recognition: The Plan's investments are stated

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at fair value. Securities traded on any recognized stock exchange are valued at the last reported sales price at the valuation date. Securities not listed on an exchange and securities for which no sale has been reported on that day are valued at the closing bid price or at fair value as determined by the custodian. Certificates of deposit and participant loans are valued at cost, which approximates fair value.

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 of Credit Risk: At December 31, 2003, approximately 34% of the Plan's assets were invested in First Busey Corporation common stock.

(Continued)

6.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2003 and 2002

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

NOTE 3 - INVESTMENTS

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

| | 2003 ---- | 2002 ---- |
|--|--------------|--------------|
| INVESTMENTS AT FAIR MARKET VALUE | | |
| Common and preferred stock: | | |
| First Busey Corporation common stock | \$10,687,680 | \$ 8,144,211 |
| Shares of mutual funds: | | |
| Northern Institutional Small Company Index A | 2,621,782 | 3,598,311 |
| Vanguard Index 500 Admiral Shares | 3,628,809 | 2,821,381 |
| INVESTMENTS AT ESTIMATED FAIR VALUE | | |
| Short-term investments: | | |
| Certificate of deposit, Busey Bank | 2,062,369 | 2,477,521 |

During the year ended December 31, 2003, the Plan's investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value by \$5,151,423 as follows:

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| | |
|--|-------------|
| Common stocks | \$ 2,111,85 |
| Preferred stock | |
| Shares of mutual funds | 3,055,70 |
| Corporate bonds, notes, and commercial paper | (15,84 |
| Taxable municipal bonds | |
| U.S. Treasury and federal agency securities | (28 |
| | ----- |
| | \$ 5,151,42 |
| | ===== |

(Continued)

7.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2003 and 2002

NOTE 4 - SHORT-TERM INVESTMENTS

Short-term investments at December 31, 2003 and 2002 include certificates of deposit at Busey Bank, a subsidiary of First Busey Corporation, with an interest rate of 1.5% and 1.75%, respectively, and a three-month maturity. These deposits include approximately \$2,000,000 and \$2,400,000 that are in excess of federally insured limits at December 31, 2003 and 2002, respectively.

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 employer and certain others.

The Plan paid fees to the following parties-in-interest for the year ended December 31, 2003:

| | | 2003 |
|------------------------------------|--------------|------------|
| | | ---- |
| First Busey Trust & Investment Co. | Trustee | \$ 104,853 |
| Benefit Planning Consultants, Inc. | Recordkeeper | 38,620 |
| McGladrey & Pullen, LLP | Auditor | 7,600 |

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

| | | 2003 | |
|-------------------------|------------------------|--------------|------|
| | | ---- | |
| First Busey Corporation | Certificate of deposit | \$ 2,062,369 | \$ 2 |
| First Busey Corporation | Common stock | 10,687,680 | 8 |
| Participants | Participant loans | 239,352 | |

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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(Continued)

8.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2003 and 2002

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed First Busey Corporation by a letter dated August 30, 2001 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 - 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.

9.

SUPPLEMENTAL SCHEDULE

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2003

Name of Plan Sponsor: First Busey Corporation Profit Sharing Plan and Trust
 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 |
|-----|--|---|-------------|
| --- | ----- | ----- | ----- |
| | | COMMON STOCK | |
| | Abbott Laboratories | Common stock | # |
| | Alcoa, Inc. | Common stock | # |
| | American International Group | Common stock | # |
| | Analog Devices, Inc. | Common stock | # |
| | Bank of America Corp. | Common stock | # |
| | Bellsouth Corp. | Common stock | # |
| | BP PLC Sponsored ADR | Common stock | # |
| | Bristol Myers Squibb Co. | Common stock | # |
| | Burlington Resources | Common stock | # |
| | Cardinal Health, Inc. | Common stock | # |

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| | | |
|---------------------------------------|--------------|---|
| Century Tel, Inc. | Common stock | # |
| Cisco Systems, Inc. | Common stock | # |
| Citigroup, Inc. | Common stock | # |
| Darden Restaurants | Common stock | # |
| Disney Common stock | | # |
| DuPont (E.I.) deNemours & Co. | Common stock | # |
| Expeditors International of Wash. | Common stock | # |
| Exxon Mobil Corp | Common stock | # |
| Federal National Mortgage Association | Common stock | # |
| * First Busey Corporation | Common stock | # |
| First Data Corp. | Common stock | # |
| General Dynamics Corp. | Common stock | # |
| General Electric Co. | Common stock | # |
| Home Depot Inc. | Common stock | # |
| International Business Machines | Common stock | # |
| Intuit, Inc | Common stock | # |
| Kohl's Corp. | Common stock | # |
| Kroger Co. | Common stock | # |

(Continued)

10.

FIRST BUSEY CORPORATION PROFIT SHARING PLAN AND TRUST
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2003

Name of Plan Sponsor: First Busey Corporation Profit Sharing Plan and Trust
 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 |
|-----|--|---|-------------|
| --- | ----- | ----- | ---- |
| | | COMMON STOCK | |
| | McDonald's Corp. | Common stock | # |
| | Merck & Co., Inc. | Common stock | # |
| | Microsoft Corporation | Common stock | # |
| | Nike Inc. Cl 'B' | Common stock | # |
| | Noble Energy Inc. | Common stock | # |
| | Pepsico | Common stock | # |
| | Pfizer, Inc. | Common stock | # |
| | Procter & Gamble | Common stock | # |
| | Royal Dutch Petroleum | | |
| | 1.25 Guilder Shares | Common stock | # |
| | Sara Lee Corp | Common stock | # |
| | State Street Corp. | Common stock | # |
| | Teva Pharmaceutical Ind Ltd ADR | Common stock | # |
| | United Technologies Corp. | Common stock | # |
| | Wal-Mart Stores, Inc. | Common stock | # |
| | Wells Fargo & Co New | Common stock | # |
| | Westwood One, Inc. | Common stock | # |
| | Wyeth Common stock | | # |

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(Continued)

11.

Name of Plan Sponsor: First Busey Corporation Profit Sharing Plan and Trust
 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 ----- |
|-----|---|--|----------------------|
| | | MUTUAL FUNDS | |
| | ABN AMRO Asset Management | ABN AMRO/Montag & Caldwell Growth Fund (N) | # |
| | American Century | American Century International Growth Investors Fund | # |
| | Dodge & Cox | Dodge & Cox Stock Fund | # |
| | Fidelity Investments | Fidelity Advisor Equity Growth (Class I) | # |
| | Fidelity Investments | Fidelity Advisor Small Cap (Class I) | # |
| | Franklin Templeton Investments | Mutual Shares Fund (Class Z) | # |
| | JPMorgan Fleming Asset Management | JPMorgan Fleming Emerging Markets Equity Select Fund | # |
| | Northern Trust | Northern Institutional Intermediate Bond Fund (A) | # |
| | Northern Trust | Northern Institutional Small Company Index (A) | # |
| | Pacific Investment Management Company | PIMCO GNMA Institutional Fund | # |
| | Rainier Investment Management | Rainier Core Equity Portfolio | # |
| | Scudder Kemper Investments | Scudder International Fund (Class S) | # |
| | T. Rowe Price | T. Rowe Price Mid Cap Growth | # |
| | Vanguard | Vanguard Index 500 Admiral Shares | # |
| | Vanguard | Vanguard Inflation Protected Secs | # |

(Continued)

12.

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Name of Plan Sponsor: First Busey Corporation Profit Sharing Plan and Trust
 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 |
|------|--|---|-------------|
| ---- | ----- | ----- | ---- |
| | | CORPORATE BONDS, NOTES, AND COMMERCIAL PAPER | |
| | Abbey National PLC Medium Term | \$50,000, 6.69%, due 10/17/05 | # |
| | Abbott Labs | \$30,000, 5.125%, due 7/1/04 | # |
| | AIG SunAmerica Global Finance | \$50,000, 5.85%, due 8/1/08 | # |
| | Bank One Corp. Notes | \$50,000, 6.875%, due 8/1/06 | # |
| | Chemical Bank | \$50,000, 6.625%, due 8/15/05 | # |
| | Federal Home Loan Banks | \$50,000, 3.25%, due 8/15/05 | # |
| | Ford Motor Credit Corp. | \$50,000, 6.125%, due 1/9/06 | # |
| | Goldman Sachs Group Inc. | \$50,000, 7.625%, due 8/17/05 | # |
| | Household Finance Corp. | \$50,000, 5.875%, due 9/25/04 | # |
| | Loews Corp. | \$150,000, 6.750%, due 12/15/06 | # |
| | Merrill Lynch & Co. Inc. | \$100,000, 6.55%, due 8/1/04 | # |
| | Merrill Lynch & Co. Inc. | \$50,000, 6%, due 11/15/04 | # |
| | Merrill Lynch & Co. Inc. | \$50,000, 6%, due 7/15/05 | # |
| | Morgan Stanley Dean Witter | \$50,000, 6.875%, due 3/1/07 | # |
| | NationsBank Corp. | \$50,000, 6.125%, due 7/15/04 | # |
| | NationsBank Corp. | \$75,000, 6.375%, due 2/15/08 | # |
| | | SHORT-TERM INVESTMENTS | |
| * | Busey Bank | Certificate of deposit, 1.5%, due March 31, 2004 | # |
| | Northern Trust | Northern Institutional Governmental Portfolio | # |
| | | NOTES RECEIVABLE PARTICIPANTS | |
| * | Participant loans | Interest rates ranging from 4.25% to 9.5% | |

* Represents party-in-interest transaction.

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

13.

FIRST BUSEY CORPORATION
 EMPLOYEES' STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
 December 31, 2003 and 2002

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
Urbana, Illinois

FINANCIAL STATEMENTS
December 31, 2003 and 2002

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Administrative Committee and Participants
First Busey Corporation Employees' Stock Ownership Plan
Urbana, Illinois

We have audited the accompanying statement of net assets available for benefits of the First Busey Corporation Employees' Stock Ownership Plan ("the Plan") as of December 31, 2003, and the related statement of changes in net assets available for benefits for the year then ended. 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 audit.

We conducted our audit in accordance with 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. 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 audit provides 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 the Plan as of December 31, 2003, and the changes in net assets available for benefits for the

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year then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions are presented for the purpose of additional analysis and are 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. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

//Crowe Chizek and Company LLC//

Crowe Chizek and Company LLC

Oak Brook, Illinois
April 6, 2004

16.

[McGLADREY & PULLEN LOGO]

Certified Public Accountants

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 33-60402) under the Securities Act of 1933 of First Busey Corporation of our report dated April 8, 2003 on our audit of the financial statements of First Busey Corporation Employee Stock Ownership Plan as of December 31, 2002, and for the years ended December 31, 2002 and 2001, which is included in the Annual Report on Form 11-K for the year ended December 31, 2003.

/s/ McGladrey & Pullen, LLP
McGladrey & Pullen, LLP

Champaign, Illinois
June 24, 2004

McGladrey & Pullen, LLP is a member firm of RSM International - an affiliation of separate and independent legal entities.

17.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2003 and 2002

| | 2003 ---- | | |
|--------------------|----------------------|----------------|-------------------|
| Allocated ----- | Unallocated ----- | Total ----- | Allocate ----- |

ASSETS

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| | | | | |
|---|--------------|--------------|--------------|------------|
| Investment in First Busey Corporation common stock, at fair value (Note 5) | \$20,839,194 | \$ 3,132,000 | \$23,971,194 | \$17,940,7 |
| Money market fund | 2,826 | - | 2,826 | |
| | ----- | ----- | ----- | ----- |
| Total investments | 20,842,020 | 3,132,000 | 23,974,020 | 17,940,7 |
| RECEIVABLES | | | | |
| Accrued interest receivable | 27 | - | 27 | |
| Employer contributions receivable | - | - | - | |
| | ----- | ----- | ----- | ----- |
| | 27 | - | 27 | |
| | ----- | ----- | ----- | ----- |
| Total assets | 20,842,047 | 3,132,000 | 23,974,047 | 17,940,8 |
| LIABILITIES | | | | |
| Notes payable (Note 6) | - | 2,853,500 | 2,853,500 | |
| | ----- | ----- | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$20,842,047 | \$ 278,500 | \$21,120,547 | \$17,940,8 |
| | ===== | ===== | ===== | ===== |

See accompanying notes to financial statements.

18.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2003

| | Allocated | Unallocated | Tot |
|---|--------------|-------------|--------------|
| | ----- | ----- | ----- |
| Investment income: | | | |
| Net unrealized appreciation in market value of investments | \$ 3,022,441 | \$ 301,271 | \$ 3,323,712 |
| Interest | 174 | - | 174 |
| Dividends | 522,945 | 53,040 | 575,985 |
| Employer contributions | 57,998 | 262,000 | 320,000 |
| Allocation of 12,000 shares of First Busey Corporation common stock, at market value | 324,000 | - | 324,000 |
| | ----- | ----- | ----- |
| | 3,927,558 | 616,311 | 4,543,869 |
| Interest expense | - | 53,491 | 53,491 |
| Administrative expenses | 54,307 | - | 54,307 |
| Distributions to participants: | | | |
| Cash | 949 | - | 949 |
| Stock (18,182 shares) | 448,471 | - | 448,471 |
| Dividend distributions to participants | 522,607 | - | 522,607 |
| Allocation of 12,000 shares of First Busey Corporation common stock, at market value | - | 324,000 | 324,000 |
| | ----- | ----- | ----- |
| | 1,026,334 | 377,491 | 1,403,825 |
| Net increase | 2,901,224 | 238,820 | 3,140,044 |
| Net assets available for benefits: | | | |
| Beginning of year | 17,940,823 | 39,680 | 17,980,503 |
| | ----- | ----- | ----- |

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| | | | |
|-------------|--------------|------------|---------|
| End of year | \$20,842,047 | \$ 278,500 | \$21,12 |
| | ===== | ===== | ===== |

See accompanying notes to financial statements.

19.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2003 and 2002

NOTE 1 - PLAN DESCRIPTION AND BASIS OF PRESENTATION

The following brief description of the First Busey Corporation Employees' Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for complete information.

General: First Busey Corporation (the Corporation) established the Plan effective as of January 1, 1984. The Plan operates as a leveraged employee stock ownership plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by the Corporation. First Busey Trust & Investment Co., a subsidiary of the Corporation, is the Plan's Trustee.

The Plan purchased Corporation common shares using the proceeds of bank borrowings (see Note 6) guaranteed by the Corporation, and holds the stock in a trust established under the Plan. The borrowings are to be repaid over a five to ten year period by fully deductible Corporation contributions to the trust fund. As the Plan makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The bank borrowings are collateralized by the unallocated shares of stock and are guaranteed by the Corporation. The lender has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to the accounts of employees with vested rights in allocated stock (Allocated) and stock not yet allocated to employees (Unallocated).

Eligibility: Employees of the Corporation and its participating subsidiaries are generally eligible to participate in the Plan after attaining the minimum age of twenty-one and after one year of service providing they worked at least 1,000 hours during such Plan year. Participants who do not have at least 1,000 hours of service during such Plan year or are not employed on the last working day of a Plan year are generally not eligible for an allocation of Corporation contributions for such year.

Payment of Benefits: No distributions from the Plan will be made until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or otherwise terminates employment with the Corporation and its participating subsidiaries. Distributions are made in the form of Corporation common stock plus cash for any fractional share.

(Continued)

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FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2003 and 2002

NOTE 1 - PLAN DESCRIPTION AND BASIS OF PRESENTATION (Continued)

Voting Rights: Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. If the Trustee does not timely receive voting directions from a Participant, the Trustee votes in the same proportions as the participants voted the allocated shares. The Trustee is required, however, to vote any unallocated shares on behalf of the collective best interests of Plan participants and beneficiaries.

Termination: The Corporation reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan, and the Code. Upon termination of the Plan, the Corporation shall direct the Trustee to pay all liabilities and expenses of the trust fund and to sell shares of financed stock held in the loan suspense account to the extent it determines such sale to be necessary in order to repay the loan. In the event of plan termination, participants would become 100 percent vested in their accounts.

PARTICIPANTS' ACCOUNTS: THE PLAN IS A DEFINED CONTRIBUTION PLAN UNDER WHICH A SEPARATE INDIVIDUAL ACCOUNT IS ESTABLISHED FOR EACH PARTICIPANT. EACH PARTICIPANT'S ACCOUNT IS CREDITED AS OF THE LAST DAY OF THE PLAN YEAR WITH AN ALLOCATION OF SHARES OF THE CORPORATION'S COMMON STOCK RELEASED BY THE TRUSTEE FROM THE UNALLOCATED ACCOUNT AND FORFEITURES OF TERMINATED PARTICIPANTS' NONVESTED ACCOUNTS. ONLY THOSE PARTICIPANTS WHO ARE ELIGIBLE EMPLOYEES OF THE CORPORATION AS OF THE LAST DAY OF THE PLAN YEAR WILL RECEIVE AN ALLOCATION. ALLOCATIONS OF COMMON STOCK ARE BASED ON THE ELIGIBLE COMPENSATION OF EACH PARTICIPANT RELATIVE TO TOTAL ELIGIBLE COMPENSATION.

Vesting: Vesting in the participants' accounts is based on years of service with the Corporation and its subsidiaries. A participant is 100 percent vested after seven years of credited service.

Diversification: Diversification is offered to participants close to retirement age so that they may have the opportunity to move part of the value of their investment in Corporation stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify may receive distributions in the form of Corporation common stock plus cash for any fractional share, receive a cash distribution or contribute cash from the sale of Corporation common stock to another qualified defined contribution plan.

(Continued)

21.

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NOTE 1 - PLAN DESCRIPTION AND BASIS OF PRESENTATION (Continued)

Dividends: Dividends on common stock allocated to participants' accounts are distributed directly to the participant so that the dividends result in income tax deductions for the Corporation.

Dividends on common stock not allocated to participants' accounts are used by the Plan to pay interest and administrative expenses.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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. It is at least reasonably possible that a significant change may occur in the near term to the estimates of investment valuation.

Investment Valuation and Income Recognition: The common stock of the Corporation is valued at fair value on December 31, 2003 and 2002. The Corporation's common stock is traded on the NASDAQ Exchange. Fair value of the common stock is determined by quoted market prices.

Dividend income is accrued on the ex-dividend date.

Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the specific identification cost method.

Risks and Uncertainties: The Plan invests in common stock of the Corporation. These securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with 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.

(Continued)

22.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN NOTES TO FINANCIAL STATEMENTS December 31, 2003 and 2002

NOTE 3 - CONTRIBUTIONS

The Corporation is obligated to make contributions in cash to the Plan which, when aggregated with the Plan's dividends and interest earnings, are equal to the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans.

The Corporation may also make discretionary contributions in cash to the Plan. The Corporation made a discretionary contribution of \$57,998 for the Plan year ended December 31, 2003. Participant contributions to the Plan are not permitted under the terms of the Plan.

NOTE 4 - ADMINISTRATION OF PLAN ASSETS

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The Plan's assets, which consist principally of First Busey Corporation common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, which invests cash received, interest, and dividend income and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loans, which are reimbursed to the Trustee through contributions as determined by the Corporation.

Certain administrative functions are performed by officers or employees of the Corporation or its subsidiaries. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Plan.

NOTE 5 - INVESTMENTS

The Plan's investments consist solely of First Busey Corporation common stock as follows:

| | 2003 | | 2002 | |
|------------------|--------------|--------------|--------------|--------------|
| | Allocated | Unallocated | Allocated | Unallocated |
| Number of shares | 771,822 | 116,000 | 778,004 | 78,000 |
| Cost | \$ 4,221,693 | \$ 2,381,900 | \$ 4,240,122 | \$ 425,100 |
| Fair value | \$20,839,194 | \$ 3,132,000 | \$17,940,772 | \$ 1,798,680 |

(Continued)

23.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2003 and 2002

NOTE 6 - NOTES PAYABLE

Notes payable consist of:

| | 2003 | 2002 |
|---|-----------|--------------|
| Bank One, principal payment of \$25,000 due annually on December 15, final payment due December 15, 2006. | \$ 75,000 | \$ 1,000,000 |
| Bank One, principal payment of \$237,000 due annually on December 15, final payment due December 15, 2009. | 1,422,000 | 1,600,000 |
| Bank One, principal payment of \$135,650 due annually on December 31, beginning in 2004, final payment due December 15, 2013. | 1,356,500 | ----- |

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\$2,853,500
=====

\$1,7
=====

Shares of First Busey Corporation common stock secured as collateral. 116,000
=====

As of December 31, 2003, the interest rates on the above notes payable are at one year LIBOR plus 1.40%. The effective rate was 2.85% at December 31, 2003 and 3.6875% at December 31, 2002. Interest on the above notes is paid quarterly.

As of December 31, 2003, the scheduled maturities of the notes payable are as follows:

| | |
|------------|-------------|
| 2004 | \$ 397,650 |
| 2005 | 397,650 |
| 2006 | 397,650 |
| 2007 | 372,650 |
| 2008 | 372,650 |
| Thereafter | 915,250 |
| | ----- |
| | \$2,853,500 |
| | ===== |

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed First Busey Corporation by a letter dated May 15, 2003, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

(Continued)

24.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2003 and 2002

NOTE 8 - 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 Corporation and certain others. The Plan holds Corporation stock as assets, which qualifies as a party-in-interest investment.

The Plan paid fees to the following parties-in-interest for the years ended December 31, 2003:

| | | |
|------------------------------------|--------------|---------|
| First Busey Trust & Investment Co. | Trustee | \$ 30,0 |
| Benefit Planning Consultants, Inc. | Recordkeeper | 16,6 |
| McGladrey & Pullen, LLP | Auditor | 7,0 |

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25.

SUPPLEMENTAL SCHEDULES

26.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
 SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2003

Name of Plan Sponsor: First Busey Corporation Employees' Stock Ownership Plan
 Employer Identification Number: 37-1078406
 Three-Digit Plan Number: 001

| (a) | (b) Identity of Issue, Borrower, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Fair Value |
|-----|---|--|--------------|----------------------|
| --- | ----- | ----- | ---- | ----- |
| * | First Busey Corporation | Common Stock | \$ 6,603,593 | \$ 23,971 |

* - Represents a party-in-interest investment

27.

FIRST BUSEY CORPORATION EMPLOYEES' STOCK OWNERSHIP PLAN
 SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS
 December 31, 2003

Name of Plan Sponsor: First Busey Corporation Employees' Stock Ownership Plan
 Employer Identification Number: 37-1078406
 Three-Digit Plan Number: 001

| (a) Identity of Party Involved | (b) Description of Asset | (c) Purchase Price | (d) Selling Price | (e) Lease Rental | (f) Expense Incurred With Transaction | (g) of |
|---|-----------------------------|--------------------------|-------------------------|------------------------|---|-----------|
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| First Busey | | | | | | |

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| | | | | | | | | | |
|---|--------------|--------------|----|----|---------|----|----|----|--------------|
| Corporation (1 transaction) | Common Stock | \$ 1,356,500 | \$ | - | \$ | - | \$ | - | \$ 1,356,500 |
| First Busey Corporation (55 transactions) | Common Stock | \$ | - | \$ | 448,471 | \$ | - | \$ | - |

28.

SIGNATURES

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

/s/ Jama R. Grotelueschen

First Busey Corporation Profit Sharing
Plan and Trust

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

/s/ Jama R. Grotelueschen

First Busey Corporation Employee Stock
Ownership Plan

29.

Exhibits

23.1 Consent of Independent Public Accountants - First Busey Profit Sharing Plan and Trust

23.2 Consent of Independent Public Accountants - First Busey Employee Stock Ownership Plan

99.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes -Oxley Act of 2002 from the Plan Administrator

99.2 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 from the Plan Administrator

30.