



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Van A. Dukeman

Name of the Holding Company Director and Official

President & C.E.O.

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

3/24/16

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1203602
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

549300X4ZNLYSX7GUY60

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First Busey Corporation

Legal Title of Holding Company

100 W. University Avenue

(Mailing Address of the Holding Company) Street / P.O. Box

Champaign

IL

61820

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robin N. Elliott

CFO

Name

Title

217-365-4120

Area Code / Phone Number / Extension

217-365-4592

Area Code / FAX Number

robin.elliott@busey.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

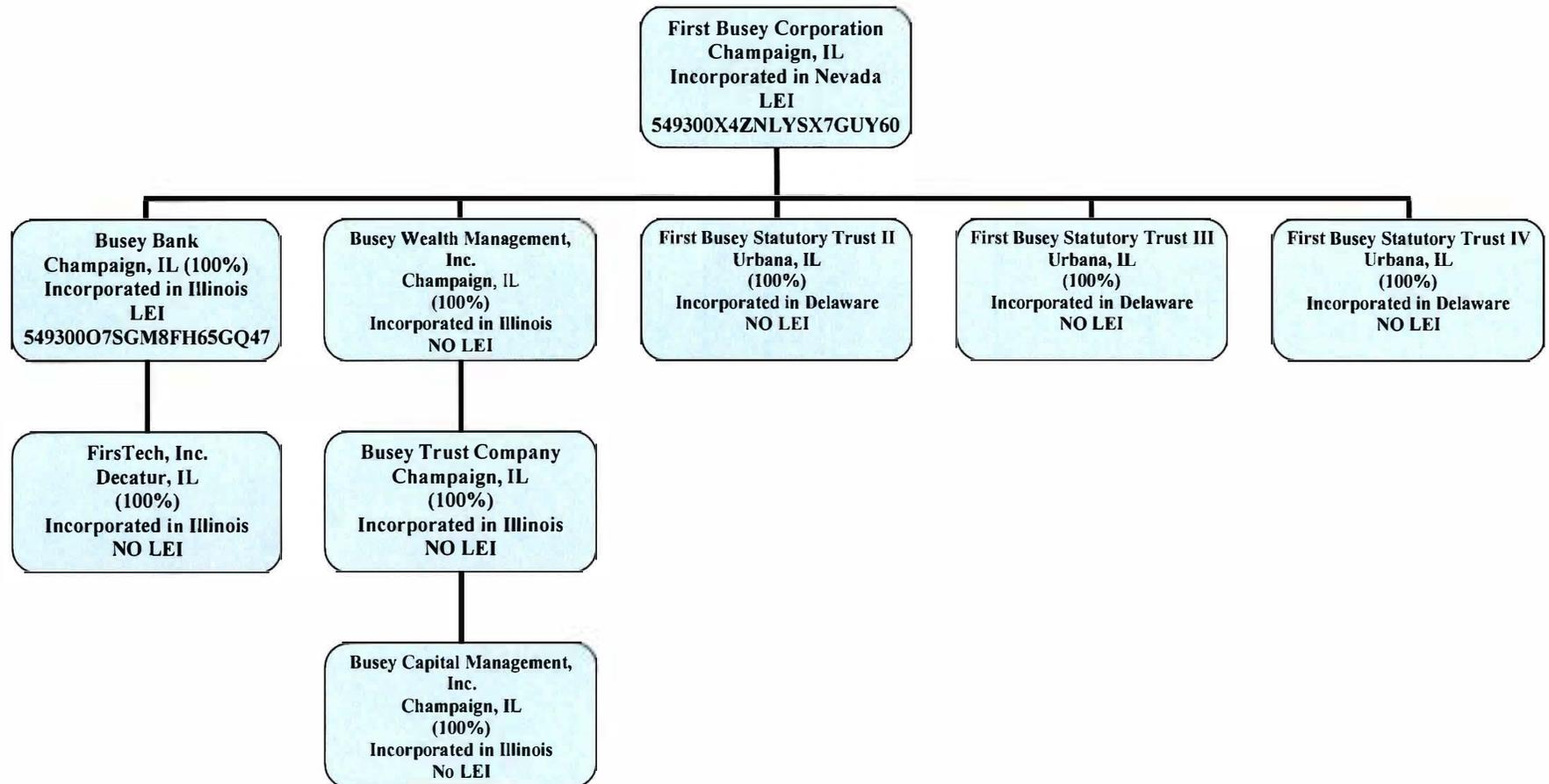
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6
Report Item 2a. Organization Chart

First Busey Corporation
as of December 31, 2015



Result: A list of branches for your holding company: FIRST BUSEY CORPORATION (1203602) of CHAMPAIGN, IL
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reasonable and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FRY-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments	
OK		Full Service (Head Office)	416245		BUSEY BANK	100 WEST UNIVERSITY AVENUE	CHAMPAIGN	IL	61820	CHAMPAIGN	UNITED STATES	106171	0	BUSEY BANK			416245	
OK		Full Service	3421174		IDEL PRADO BANKING CENTER	12574 DEL PRADO BOULEVARD	CAPE CORAL	FL	33904	LEE	UNITED STATES	287721	77	BUSEY BANK			416245	
OK		Full Service	3042917		INGLEWOOD BRANCH	1211 SOUTH INDIANA AVENUE	INGLEWOOD	IL	34223	SARASOTA	UNITED STATES	360843	73	BUSEY BANK			416245	
OK		Full Service	2623494		FORT MYERS BRANCH	17980 SUMMERLIN LAKES DRIVE	FORT MYERS	FL	33907	LEE	UNITED STATES	608651	71	BUSEY BANK			416245	
OK		Full Service	2817725		NORTH PORT OFFICE	14803 TAMIAAMI TRAIL	NORTH PORT	FL	34287	SARASOTA	UNITED STATES	290759	72	BUSEY BANK			416245	
OK		Full Service	4985771		MURDOCK BRANCH	14907 TAMIAAMI TRAIL	FORT CHARLOTTE	FL	33948	CHARLOTTE	UNITED STATES	415061	75	BUSEY BANK			416245	
OK		Full Service	3666377		PUNTA GORDA OFFICE	12615 TAMIAAMI TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	UNITED STATES	433231	74	BUSEY BANK			416245	
OK		Full Service	407373		2101 NORTH VETERANS PARKWAY OFFICE	2101 NORTH VETERANS PARKWAY	BLOOMINGTON	IL	61704	MCLEAN	UNITED STATES	41262	63	BUSEY BANK			416245	
OK		Full Service	3519325		VETERANS BRANCH	11111 SOUTH VETERANS PARKWAY	BLOOMINGTON	IL	61703	MCLEAN	UNITED STATES	269819	35	BUSEY BANK			416245	
OK		Full Service	2119504		614 SOUTH 6TH STREET OFFICE	614 SOUTH 6TH STREET	CHAMPAIGN	IL	61820	CHAMPAIGN	UNITED STATES	364949	40	BUSEY BANK			416245	
OK		Unlimited Service	2078145		BANK PARK OFFICE	1314 SOUTH RANDOLPH STREET	CHAMPAIGN	IL	61820	CHAMPAIGN	UNITED STATES	201470	49	BUSEY BANK			416245	
OK		Full Service	1324184		ROBESON CROSSING BRANCH	18002 WEST WINDSOR ROAD	CHAMPAIGN	IL	61822	CHAMPAIGN	UNITED STATES	201475	53	BUSEY BANK			416245	
OK		Full Service	2086624		WEST FACILITY	12011 WEST SPRINGFIELD AVENUE	CHAMPAIGN	IL	61821	CHAMPAIGN	UNITED STATES	201471	50	BUSEY BANK			416245	
OK		Full Service	2501331		WEST KIRBY FACILITY	1900 WEST KIRBY	CHAMPAIGN	IL	61821	CHAMPAIGN	UNITED STATES	153571	48	BUSEY BANK			416245	
OK		Full Service	3748331		1130 NORTH WATER STREET OFFICE	1130 NORTH WATER STREET	DECATUR	IL	62523	MACON	UNITED STATES	73301	58	BUSEY BANK			416245	
OK		Full Service	2094366		FIRST BANK NORTH OFFICE	1250 S NORTH WATER STREET	DECATUR	IL	62526	MACON	UNITED STATES	2016751	59	BUSEY BANK			416245	
OK		Full Service	2146050		K-MART FINANCIAL CENTER FACILITY	2070 SOUTH MOUNT ZION ROAD	DECATUR	IL	62521	MACON	UNITED STATES	253803	61	BUSEY BANK			416245	
OK		Full Service	358275		115 NORTH THIRD STREET OFFICE	115 NORTH THIRD STREET	FAIRBURY	IL	61739	UVINGSTON	UNITED STATES	42282	65	BUSEY BANK			416245	
OK		Full Service	390279		402 NORTH SANGAMON AVENUE BRANCH	402 NORTH SANGAMON AVENUE	GIBSON CITY	IL	60936	FORD	UNITED STATES	42573	28	BUSEY BANK			416245	
OK		Full Service	359931		301 E. CEDAR OFFICE	301 EAST CEDAR	ILEROY	IL	61752	MCLEAN	UNITED STATES	6162	32	BUSEY BANK			416245	
OK		Full Service	2360321		312 EAST MAIN STREET OFFICE	312 EAST MAIN STREET	IMAHOMET	IL	61853	CHAMPAIGN	UNITED STATES	12271	11	BUSEY BANK			416245	
OK		Full Service	3739192		COLLEGE BRANCH	1201 EAST COLLEGE AVENUE	NORMAL	IL	61761	MCLEAN	UNITED STATES	Not Required	Not Required	BUSEY BANK			416245	
OK		Full Service	2062235		140 WEST CENTER STREET BRANCH	140 WEST CENTER STREET	IPAXTON	IL	60957	FORD	UNITED STATES	284415	29	BUSEY BANK			416245	
OK		Full Service	6564919		PEKIN BRANCH	33 SOUTH FOURTH STREET	PEKIN	IL	61554	TAZEWELL	UNITED STATES	Not Required	Not Required	BUSEY BANK			416245	
Change	12/31/2015	Unlimited Service	3499856		PEKIN ESTATES-LIBERTY VILLAGE	1540 EL CAMINO DR	PEKIN	IL	61554	TAZEWELL	UNITED STATES	Not Required	Not Required	BUSEY BANK			416245	FRY-10 completed: Assisted Living Limited Service Mobile Office
OK		Full Service	2099286		SUNSET OFFICE	2900 COURT STREET	PEKIN	IL	61554-62	TAZEWELL	UNITED STATES	Not Required	Not Required	BUSEY BANK			416245	
OK		Full Service	2389820		6699 NORTH SHERIDAN ROAD OFFICE	6699 NORTH SHERIDAN ROAD	PEORIA	IL	61614	PEDRIA	UNITED STATES	563041	41	BUSEY BANK			416245	
OK		Full Service	3739413		GRAND PRARIE BRANCH	7810 NORTH ROUTE 9	PEORIA	IL	61615	PEORIA	UNITED STATES	469497	68	BUSEY BANK			416245	
OK		Full Service	3519428		KUMPF BRANCH	405 NORTH WILLIAM KUMPF BOULEVARD	PEDRIA	IL	61605	PEORIA	UNITED STATES	363206	42	BUSEY BANK			416245	
OK		Unlimited Service	2462424		200 WEST INTERNATIONAL AVE BRANCH	200 WEST INTERNATIONAL AVENUE	RANTOUL	IL	61866	CHAMPAIGN	UNITED STATES	238104	25	BUSEY BANK			416245	
OK		Full Service	2301260		GROVE BRANCH	1231 EAST GROVE	RANTOUL	IL	61866	CHAMPAIGN	UNITED STATES	2381021	23	BUSEY BANK			416245	
OK		Full Service	3305471		SAINT JOSEPH BRANCH	104 NORTH MAIN STREET	SAINT JOSEPH	IL	61873	CHAMPAIGN	UNITED STATES	115111	6	BUSEY BANK			416245	
OK		Unlimited Service	3528886		WINDSOR OF SAVOY BRANCH	401 BURWASH AVENUE	SAVOY	IL	61874	CHAMPAIGN	UNITED STATES	238100	13	BUSEY BANK			416245	
OK		Full Service	2349441		200 WEST MAIN STREET OFFICE	200 WEST MAIN STREET	SHELBYVILLE	IL	62565	SHELBY	UNITED STATES	6446	55	BUSEY BANK			416245	
OK		Full Service	1795401		128 EAST HOLDEN STREET OFFICE	128 EAST HOLDEN STREET	TOLONO	IL	61880	CHAMPAIGN	UNITED STATES	6091	8	BUSEY BANK			416245	
OK		Full Service	251736		201 WEST MAIN STREET OFFICE	201 WEST MAIN STREET	URBANA	IL	61801	CHAMPAIGN	UNITED STATES	469499	69	BUSEY BANK			416245	
OK		Unlimited Service	2087322		CLARK-UND SEY VILLAGE BRANCH	101 W WINDSOR RD	URBANA	IL	61802	CHAMPAIGN	UNITED STATES	238099	7	BUSEY BANK			416245	
OK		Full Service	3739440		PINES BRANCH, THE	2710 SOUTH PHILO ROAD	URBANA	IL	61802	CHAMPAIGN	UNITED STATES	470268	70	BUSEY BANK			416245	
OK		Full Service	2632603		10321 NORTH PENNSYLVANIA STREET OFFICE	10321 NORTH PENNSYLVANIA	INDIANAPOLIS	IN	46280	HAMILTON	UNITED STATES	61031	32	BUSEY BANK			416245	
Change	12/31/2015	Unlimited Service			MORNINGSIDE OF PEKIN	2200 S 14TH ST	PEKIN	IL	61554	TAZEWELL	UNITED STATES	Not Required	Not Required	BUSEY BANK			416245	FRY-10 completed: Assisted Living Limited Service Mobile Office

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 First Busey Corporation
 Fiscal Year Ending December 31, 2015

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015				Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2015			
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities	
Blackrock Inc. New York, NY, U.S.A	U.S.A.	1,668,359	5.81%	Columbia Wanger Asset Manager Chicago, IL, U.S.A.	U.S.A.	1,274,805	4.44%
Elisabeth M. Kimmel San Diego, CA, U.S.A.	U.S.A.	2,422,490	8.44%				
Wellington Management Boston, MA, U.S.A.	U.S.A.	2,787,318	9.71%				

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First Busey Corporation
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1)(a)(b), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other Businesses)	(4)(a) Percent of Voting Shares In Bank Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Joseph M. Ambrose Champaign, IL, U.S.A.	President & Chief Executive Officer, Horizon Hobby, Inc.	Director	N/A	President & Chief Executive Officer, Horizon Hobby, Inc.	0.25%	None	N/A
David J. Downey Champaign, IL, U.S.A.	President The Downey Group, Inc.	Director	N/A	President The Downey Group, Inc.	0.92%	None	N/A
Van A. Dukeman Champaign, IL, U.S.A.	N/A	Director, President & Chief Executive Officer	Director, Busey Bank Director, Busey Wealth Management, Inc. Director, FirstTech, Inc.	N/A	0.73%	None	N/A
Robin N. Elliott Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Financial Officer	N/A	N/A	0.21%	None	N/A
Barbara J. Harrington Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Risk Officer	N/A	N/A	0.15%	None	N/A
Stephen V. King Chicago, IL, U.S.A.	Founding Partner & Managing Member Prairie Capital, L.P.	Director	N/A	Founding Partner & Managing Member Prairie Capital, L.P.	0.20%	None	N/A
E. Phillips Knox Urbana, IL, U.S.A.	Attorney, Partner, Tummelson Bryan & Knox, LLP	Director	N/A	Attorney, Partner, Tummelson Bryan & Knox, LLP	0.40%	None	N/A
V. B. Leister, Jr. Urbana, IL, U.S.A.	Chairman and President, Carter's Furniture, Inc.	Director	N/A	Chairman and President, Carter's Furniture, Inc.	0.11%	None	N/A

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First Busey Corporation
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1)(a)(b), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other Businesses)	(4)(a) Percent of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gregory B. Lykins Champaign, IL, U.S.A.	N/A	Chairman of the Board, First Busey Corporation	Director, Busey Bank Director, Busey Wealth Management, Inc.	N/A	4.72%	None	N/A
August C. Meyer, Jr. Champaign, IL, U.S.A.	President, Midwest Television, Inc.	Director	N/A	President, Midwest Television, Inc.	0.84%	None	N/A
Brett Mook Champaign, IL, U.S.A.	N/A	Executive Vice President Commercial Banking	N/A	N/A	0.05%	None	N/A
Howard F. Mooney Decatur, IL, U.S.A.	N/A	President & Chief Executive Officer of FirstTech	N/A	N/A	0.11%	None	N/A
Robert F. Plecki, JR. Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Operating Officer & Chief Credit Officer	N/A	N/A	0.18%	None	N/A
John J. Powers Champaign, IL, U.S.A.	N/A	Executive Vice President & General Counsel	N/A	N/A	0.14%	None	N/A
George T. Shapland Champaign, IL, U.S.A.	President, Shapland Management Co.	Director	N/A	President, Shapland Management Co.	1.22%	None	N/A
Christopher M. Shroyer Champaign, IL, U.S.A.	N/A	President & Chief Executive Officer of Busey Bank	N/A	N/A	0.14%	None	N/A
Thomas G. Sloan Champaign, IL, U.S.A.	Chief Executive Officer, Sloan Implement Company	Director	N/A	Chief Executive Officer, Sloan Implement Company	0.76%	None	N/A
Jon D. Stewart Champaign, IL, U.S.A.	Chief Executive Officer, TSM Ventures, Inc.	Director	N/A	Chief Executive Officer, TSM Ventures, Inc.	0.04%	None	N/A
Nancy E. Weimer Champaign, IL, U.S.A.	N/A	Executive Vice President Retail Banking	N/A	N/A	0.06%	None	N/A
Phyllis M. Wise Urbana, IL, U.S.A.	Professor at the University of Illinois	Director	N/A	Professor at the University of Illinois	0.02%	None	N/A
Busey Trust Company Champaign, IL, U.S.A.	N/A	Trustee, First Busey Corporation Employee Stock Ownership Plan	N/A	N/A	1.09%	None	N/A