

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>MEYER AUGUST C JR</u>  (Last) (First) (Middle) <u>100 WEST UNIVERSITY AVENUE</u>  (Street) <u>CHAMPAIGN IL 61820</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIRST BUSEY CORP /NV/ [ BUSE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2012		A4	223	A	\$0	1,158,136 <sup>(1)</sup>	D	
Common Stock	12/31/2012		G	131,743	D	\$0	0 <sup>(2)</sup>	I	August C. Meyer, Jr. 2010 2YC GRAT
Common Stock			3				11,637 <sup>(3)</sup>	I	By Grandchildren's Trusts
Common Stock	09/20/2007		G5	11,784 <sup>(4)</sup>	A	\$0	23,421	I	By Granchildren's Trusts
Common Stock	05/14/2009		G5	183,546 <sup>(5)</sup>	A	\$0	206,967	I	By Grandchildren's Trusts
Common Stock	03/04/2011		C4	500,000 <sup>(6)</sup>	A	\$4.25	706,967	I	By Grandchildren's Trusts

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock	\$16						08/01/2007	03/18/2013	Stock Option	7,750		7,750	D	
Common Stock	\$19.74						08/01/2007	02/17/2014	Stock Option	7,750		7,750	D	
Common Stock	\$19.09						08/01/2007	02/15/2015	Stock Option	7,750		7,750	D	
Common Stock	\$17.12						05/01/2009	12/15/2015	Stock Option	7,500		7,500	D	
Common Stock	\$19.41						08/01/2007	02/21/2016	Stock Option	7,750		7,750	D	
Common Stock	\$19.35						08/01/2007	07/17/2017	Stock Option	4,650		4,650	D	
Common Stock	\$7.53						06/01/2010	06/30/2019	Stock Option	7,500		7,500	D	
Common Stock	\$4.49						06/01/2011	06/01/2020	Stock Option	7,500		7,500	D	
Series B Convertible Preferred	(6)	12/29/2010		4P	21.25		(6)	(6)	Common Stock	(6)	\$100,000	21.25	I	By Grandchildren's Trusts

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(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred	\$4.25	03/04/2011		4C		21.25	(6)	(6)	Common Stock	500,000	\$0	0	I	By Grandchildren's Trusts

**Explanation of Responses:**

- Includes 4,400 Restricted Stock Units and 369,674 shares of common stock previously reported as directly owned as well as 783,839 shares of common stock (the "GRAT shares") previously reported as indirectly owned in the August C. Meyer, Jr. 2010 3YC GRAT (the "GRAT") which on December 31, 2012, in accordance with the terms of the GRAT, the reporting person acquired direct ownership of in exchange for depositing in the GRAT cash equal to the fair market value of the GRAT shares. Also includes 223 shares of dividend equivalents accumulated on Restricted Stock Units not previously reported.
- On December 31, 2012, 131,743 shares of common stock indirectly owned by the reporting person as trustee of the August C. Meyer, Jr. 2010 2YC GRAT were distributed to the reporting person's adult child pursuant to the terms of such trust.
- Represents shares of common stock held as of August 10, 2007 (the date on which the reporting person's Form-3 was filed with the SEC) in various trusts for the benefit of the reporting person's grandchildren of which the reporting person serves as trustee (the "Grandchildren's Trusts").
- Represents shares distributed to the Grandchildren's Trusts on September 20, 2007, pursuant to the terms of a grantor retained annuity trust established by the reporting person's adult child, with which trust the reporting person had no other relationship.
- Represents shares gifted to the Grandchildren's Trusts by the reporting person's adult child on May 14, 2009.
- On December 29, 2010, the Grandchildren's Trusts purchased an aggregate 21.25 shares of Series B Convertible Preferred Stock from the Company. The preferred stock was perpetual and had a liquidation preference of 100,000 per share. Pursuant to the terms of the preferred stock, on March 4, 2011, following the required stockholder approval, the preferred stock held by the Grandchildren's Trusts converted into an aggregate 500,000 shares of common stock at a conversion price of \$4.25 per share.

**Remarks:**

/s/ August C. Meyer, Jr.                      02/14/2013

\*\* Signature of Reporting Person                      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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