

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 6)

FIRST BUSEY CORPORATION

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

319383105

-----  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of that Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

- 1) NAME OF REPORTING PERSON AND SOCIAL SECURITY OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON  
DOUGLAS C. MILLS  
###-##-####
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(A)   
(B)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OR ORGANIZATION  
UNITED STATES
- 5) SOLE VOTING POWER  
3,073,517 (1)
- 6) SHARED VOTING POWER  
669,078 (2)
- 7) SOLE DISPOSITIVE POWER  
3,073,517 (1)
- 8) SHARED DISPOSITIVE POWER  
669,078 (2)
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,742,595
- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
18.141%
- 12) TYPE OF REPORTING PERSON\*  
IN

ITEM 1(a) NAME OF ISSUER:  
FIRST BUSEY CORPORATION

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
P.O. BOX 17125  
URBANA, IL 61803-17125

ITEM 2(a) NAME OF PERSON FILING:  
DOUGLAS C. MILLS

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
2123 SEATON COURT  
CHAMPAIGN, IL 61821

ITEM 2(C) CITIZENSHIP:  
UNITED STATES

ITEM 2(d) TITLE AND CLASS OF SECURITIES:  
COMMON STOCK

ITEM 2(e) CUSIP NUMBER:  
319383105

ITEM 3 STATEMENT FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b):  
NOT APPLICABLE

ITEM 4 OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED:  
3,742,595

(b) PERCENT OF CLASS:  
18.141%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:  
3,073,517

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:  
669,078

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:  
3,073,517

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:  
669,078

- ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
NOT APPLICABLE
- ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:  
NOT APPLICABLE
- ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED  
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:  
NOT APPLICABLE
- ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:  
NOT APPLICABLE
- ITEM 9 NOTICE OF DISSOLUTION OF A GROUP:  
NOT APPLICABLE
- ITEM 10 CERTIFICATION:  
NOT APPLICABLE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2005

/s/ Douglas C. Mills

-----  
Date

-----  
Signature

FOOTNOTE:

(1) Does not include 1,117,513 shares of Common Stock which are owned by Linda M. Mills, the wife of Mr. Mills, in which he disclaims any beneficial interest. Linda M. Mills files separate Section 13 and Section 16 reports reflecting the ownership of these securities.

(2) Of these shares, 635,785 shares are held by the Martin A. Klingel Estate for which Mr. Mills shares voting and dispositive powers with A. Barclay Klingel, Jr., as co-executor. Mr. Mills shares voting and dispositive power of 34,293 shares with other Board Members of Busey Mills Community Foundation.

