DOWNEY DAVID J

Form 4

November 02, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

DOWNEY DAVID J Symbol FIRST BUSEY CORP /NV/ [BUSE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 100 WEST UNIVERSITY 10/29/2009 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHAMPAIGN, IL 61820 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price David J. Downey Life Common 100,000 I Insurance Stock P/S Plan (Park & Randolph) Common 308,828 D Stock

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

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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. Transacti Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and 2. Underlying 9 (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|---------------------------------------|---|---------------------|--------------------|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 11.85 | | | | | 08/01/2007 | 04/12/2010 | Stock Option | 8,544 |
| Common Stock | \$ 11.29 | | | | | 08/01/2007 | 03/20/2011 | Stock Option | 8,138 |
| Common Stock | \$ 12 | | | | | 08/01/2007 | 03/19/2012 | Stock Option | 7,750 |
| Common Stock | \$ 16 | | | | | 08/01/2007 | 03/18/2013 | Stock Option | 7,750 |
| Common Stock | \$ 19.74 | | | | | 08/01/2007 | 02/17/2014 | Stock Option | 7,750 |
| Common Stock | \$ 19.09 | | | | | 08/01/2007 | 02/15/2015 | Stock Option | 7,750 |
| Common Stock | \$ 19.41 | | | | | 08/01/2007 | 02/21/2016 | Stock Option | 7,750 |
| Common Stock | \$ 19.35 | | | | | 08/01/2007 | 07/17/2017 | Stock Option | 4,650 |
| Common Stock | \$ 17.12 | | | | | 05/01/2009 | 12/15/2015 | Stock Option | 7,500 |
| Common Stock | \$ 7.53 | | | | | 06/01/2010 | 06/30/2019 | Stock Option | 7,500 |
| Series A Convertible Preferred Stock | (1) | 10/29/2009 | | P | 10 | <u>(1)</u> | <u>(1)</u> | Common | (1) |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DOWNEY DAVID J

100 WEST UNIVERSITY X

CHAMPAIGN, IL 61820

Signatures

/s/ David J.
Downey

**Signature of Reporting Person

Date

Explanation of Responses:

common stock upon the conversion of the Preferred Stock.

- * 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).

On October 29, 2009, the reporting person purchased 10 shares of Series A Convertible Preferred Stock ("Preferred Stock") from the Company. The Preferred Stock is perpetual and each share has a liquidation preference of \$100,000. The Preferred Stock is mandatorily convertible into shares of common stock at a conversion price of \$4.00. The shares of Preferred Stock will convert automatically following Stockholder approval of the conversion. The Company is holding a Special Meeting of Stockholders on December 2, 2009 for that purpose. Therefore, if Stockholder approval is received at the Special Meeting, the reporting person will receive 250,000 shares of

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