

CENTRUE FINANCIAL CORP
 Form 4
 November 14, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GRIFFITH MICHAEL A

2. Issuer Name and Ticker or Trading Symbol
 CENTRUE FINANCIAL CORP
 [TRUE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 303 FOUNTAINS PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

FAIRVIEW HEIGHTS, IL 62208
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/10/2006 | | M | 5,481 A | 27,481 (1) (2) | D | |

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

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 18.58 | | | | | 12/10/2002 12/10/2012 | | Common Stock | 5,000 |
| Director Stock Option (Right to Buy) | \$ 19 | | | | | 04/24/2003 04/23/2013 | | Common Stock | 5,000 |
| Director Stock Option (Right to Buy) | \$ 20.25 | | | | | 05/27/2003 05/26/2013 | | Common Stock | 20,000 |
| Director Stock Option (Right to Buy) | \$ 26.5 | | | | | 04/23/2004 04/23/2014 | | Common Stock | 5,000 |
| Director Stock Option (Right to Buy) | \$ 27.1 | | | | | 04/22/2005 04/22/2012 | | Common Stock | 5,000 |
| Director Stock Option (Right to Buy) | \$ 25.05 | | | | | 04/28/2006 04/28/2013 | | Common Stock | 5,000 |
| Phantom Stock | (2) | 11/10/2006 | | M | 5,481 | 11/10/2006 11/10/2006 | | Common Stock | 5,481 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFITH MICHAEL A 303 FOUNTAINS PARKWAY FAIRVIEW HEIGHTS, IL 62208 | | X | | |

Signatures

Michael A. Griffith
 11/14/2006

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) All shares are held in a joint account with spouse, except for 6,000 shares held individually.
- (2) Each share of phantom sock was the economic equivalent of one share of Centrue Financial common stock. The reporting person settled his shares of phantom stock for shares of Centrue Financial common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.