

CENTRUE FINANCIAL CORP  
 Form 4  
 November 14, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

**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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

Edgar Filing: CENTRUE FINANCIAL CORP - Form 4

| 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<br>303 FOUNTAINS PARKWAY<br>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.