

CENTRUE FINANCIAL CORP
 Form 4
 November 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
 STEVENSON KURT R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 122 W. MADISON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2015

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

OTTAWA, IL 61350
 (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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------|
| | | | Code | V | Amount or Price | | | |
| COMMON STOCK | 11/04/2015 | | A | | 12,817 (1) | A | \$ 17.75 33,694 | D |
| COMMON STOCK | 11/04/2015 | | F | | 3,986 (2) | D | \$ 17.75 29,708 | D |
| COMMON STOCK | | | | | | | 299.15 | I |
| | | | | | | | | BY 401K PLAN |

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. 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| PHANTOM STOCK | (3) | | | | | (3) | (3) | | | COMMON STOCK | 391.5768 |
| EMPLOYEE STOCK OPTION | (4) | | | | | (4) | (4) | | | COMMON STOCK | 333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEVENSON KURT R 122 W. MADISON STREET OTTAWA, IL 61350 | X | | PRESIDENT/CEO | |

Signatures

/s/Kurt R. Stevenson 11/04/2015

**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) Transaction represents the grant of restricted stock to the reporting person under the Stock Compensation Plan. All shares are fully vested at 11/04/2015.
- (2) Transaction represents withholding of shares to satisfy withholding obligations upon vesting of restricted stock.
- (3) The shares of phantom stock become payable, in cash or common stock, at the election of the reporting person, upon the reporting person's termination of service.
- (4) Stock options granted to the reporting person under the issuer's stock option plan.

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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