SULLIVAN SCOTT C

Form 4

November 20, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN SCOTT C

2. Issuer Name and Ticker or Trading

Issuer

Symbol

CENTRUE FINANCIAL CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[TRUE]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

7700 BONHOMME AVENUE

11/19/2009

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Instr. 8)

Form filed by More than One Reporting

(Instr. 4)

Person

below)

ST. LOUIS, MO 63105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative Conversion (Month/Day/Year) **Expiration Date Underlying Securities** Execution Date, if Securities (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code any

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amou Exercisable Date Numl Share **PHANTOM COMMON**

454.5455

(1)

(1)

454.

STOCK

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

(1)

Price of

Reporting Owner Name / Address

Director 10% Owner Officer Other

SULLIVAN SCOTT C

11/19/2009

7700 BONHOMME AVENUE X ST. LOUIS, MO 63105

Signatures

SCOTT C.

(Instr. 3)

STOCK

SULLIVAN 11/20/2009
**Signature of Reporting Date

**Signature of Reporting
Person

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) 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 AS A DIRECTOR.
- (2) REPORTING PERSON ALSO HOLDS 13,281 SHARES, 32,500 STOCK OPTIONS GRANTED UNDER THE ISSUER'S STOCK OPTION PLAN, 1,687 SHARES HELD BY SPOUSE AND 1,000 SHARES HELD BY CHILDREN.

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.

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