

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

SEC Accession No. **0001242737-09-000008**

([HTML Version](#) on [secdatabase.com](#))

### ISSUER

#### **CENTRUE FINANCIAL CORP**

CIK: **1019650** | IRS No.: **363145350** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6021** National commercial banks

Mailing Address  
122 W MADISON STREET  
--  
OTTAWA IL 61350

Business Address  
122 W MADISON STREET  
--  
OTTAWA IL 61350  
815-431-2815

### REPORTING OWNER

#### **SMITH MARK LESLIE**

CIK: **1242737**  
Type: **4** | Act: **34** | File No.: **000-28846** | Film No.: **09546288**

Mailing Address  
122 W MADISON STREET  
OTTAWA IL 61350

Business Address  
C/O KANKAKEE BANCORP  
INC  
310 SOUTH SCHUYLER  
AVENUE  
KANKAKEE IL 60901-0003  
815-431-2720

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
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

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

|   |         |          |   |  |   |  |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person<br><b>SMITH MARK LESLIE</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CENTRUE FINANCIAL CORP [TRUE]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/22/2009</b>               |  |   |  |
| 122 W MADISON STREET  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |  |
| (Street)  |         |          |   |  |   |  |
| OTTAWA, IL 61350  |         |          |   |  |   |  |
| (City)  | (State) | (Zip)    |   |  |   |  |

**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  | (A) or (D) | Price |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| PHANTOM STOCK                              | (1)  | 01/22/2009                           |  | A                              |   | 76.0649   |     | (1)  | (1)             | COMMON STOCK  | 76.0649                                    | \$4.93   | 6,502.5384   | D  |       |
| PHANTOM STOCK                              | (1)  | 01/26/2009                           |  | A                              |   | 77.1605   |     | (1)  | (1)             | COMMON STOCK  | 77.1605                                    | \$4.86   | 6,579.6989 <sup>(2)</sup>  | D  |       |

**Explanation of Responses:**

- 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.
- REPORTING PERSON ALSO HOLDS 15,714 SHARES AND 34,000 STOCK OPTIONS GRANTED UNDER THE ISSUER'S STOCK OPTION PLAN.

**Signatures**

MARK L. SMITH

\*\* Signature of Reporting Person

01/26/2009

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**