

CENTRUE FINANCIAL CORP  
 Form 4  
 May 11, 2016

**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 \*  
 SULLIVAN SCOTT C

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)

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

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

122 W. MADISON STREET

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| COMMON STOCK                    |                                      |                                                    |                                | (A) or (D)                                                        | 499                                                                                           | D                                                        |                                                       |
| COMMON STOCK                    |                                      |                                                    |                                | (A) or (D)                                                        | 15                                                                                            | I                                                        | BY IRA                                                |
| COMMON STOCK                    |                                      |                                                    |                                | (A) or (D)                                                        | 32                                                                                            | I                                                        | BY CHILDREN                                           |
| COMMON STOCK                    |                                      |                                                    |                                | (A) or (D)                                                        | 56                                                                                            | I                                                        | BY SPOUSE                                             |
| COMMON STOCK                    |                                      |                                                    |                                | (A) or (D)                                                        | 5,169                                                                                         | I                                                        | BY TRUST                                              |

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.**

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(9-02)

**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 Security (Instr. 3 and 4) |              |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|--------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title        | Amount |
| RESTRICTED STOCK UNITS                     | \$ 0                                                   | 05/10/2016                           |                                                    | A                              | 598.0861                                                                                | (1)                                                      | (1)                                                         | COMMON STOCK | 5      |
| DIRECTOR STOCK OPTION                      | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                         | COMMON STOCK |        |
| PHANTOM STOCK                              | (3)                                                    |                                      |                                                    |                                |                                                                                         | (3)                                                      | (3)                                                         | COMMON STOCK | 5      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| SULLIVAN SCOTT C<br>122 W. MADISON STREET<br>OTTAWA, IL 61350 |               | X         |         |       |

## Signatures

/s/Scott C. Sullivan 05/11/2016

\*\*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) Restricted stock units granted to the reporting person under the Issuer's 2015 Stock Compensation Plan. Two-thirds of the restricted stock units are scheduled to vest on May 10, 2018 and one-third are scheduled to vest on May 10, 2019.
- (2) Stock options granted to the reporting person under the issuer's stock option plan.

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- (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.

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.