

CENTRUE FINANCIAL CORP
 Form 4
 September 04, 2008

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 *
WHALEN WAYNE W

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)
4920 SOUTH GREENWOOD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2008

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

CHICAGO, IL 60615
 (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)
			Code	V	Amount or Price		
Common	08/25/2009	08/28/2009	P		1,194 A \$ 12.5	210,771.5 ⁽¹⁾	I By children of Reporting Persons
Common	08/26/2009	08/29/2009	P		2,000 A \$ 12.5	212,771.5 ⁽¹⁾	I By children of Reporting Persons
Common	08/26/2009	08/29/2009	P		2,000 A \$ 12.5	214,771.5 ⁽¹⁾	I By children of Reporting Persons

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Common	08/26/2009	08/29/2009	P	300	A	\$ 12.5	621,888	D
Common	08/26/2009	08/29/2009	P	2,000	A	\$ 12.5	216,771.5 ⁽¹⁾	I

By children
of
Reporting
Persons

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHALEN WAYNE W 4920 SOUTH GREENWOOD CHICAGO, IL 60615		X		
WOLFF PAULA 4920 SOUTH GREENWOOD CHICAGO, IL 60615		X		

Signatures

/s/ Wayne W.
Whalen

09/04/2008

**Signature of
Reporting Person

Date

/s/ Paula Wolff

09/04/2008

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).

In addition to 621,888 common shares held directly by Reporting Persons (following the reported transaction), Reporting Persons indirectly may be deemed to hold the following: 54,750 common shares held by WPW Associates, L.P., of which Reporting Persons are general partners; 70,737 common shares held by children or grandchildren of Reporting Persons (following the reported transactions);

- (1) 40,400 common shares held by Paula Wolff as custodian of UTMA accounts for children of Reporting Persons; 1,000 common shares held by the WPW Family Foundation of which Reporting Persons are trustees on the board of trustees; and 1,381 convertible preferred shares held by WPW Associates, L.P. of which Reporting Persons are general partners and which are convertible into 49,884.5 shares of 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.

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