

DAVIDSON ROBERT L  
Form 4/A  
March 31, 2009

**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 \*  
DAVIDSON ROBERT L

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)  
122 W. MADISON STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT

OTTAWA, IL 61350  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/10/2009

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                                                                                        | (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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|---------------------------------------------------------------|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|---------------------------------------------------------------|------|

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| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 3) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|------------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|------------|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|
| PHANTOM<br>STOCK | (1)                                |                  |            |                                                                                                 |            |      |   |     |     | (1)                 | (1)                | COMMON<br>STOCK | 32.48                                  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                          |       |
|----------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                  | Other |
| DAVIDSON ROBERT L<br>122 W. MADISON STREET<br>OTTAWA, IL 61350 |               |           | EXECUTIVE VICE PRESIDENT |       |

## Signatures

ROBERT L.  
DAVIDSON

03/31/2009

\*\*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) ON 3/10/2009, PHANTOM SHARES ACQUIRED ON 3/6/2009 WERE ERRONEOUSLY REPORTED AS 37.92 PHANTOM SHARES. PHANTOM SHARES ACQUIRED ON 3/6/2009 WERE RELATED TO DIVIDEND PAYMENT ON TOTAL SHARES AND SHOULD HAVE BEEN REPORTED AS 32.48 PHANTOM SHARES DUE TO THE REDUCTION IN TOTAL PHANTOM SHARES AS REPORTED IN FORM 5-A FILED 3/31/09. THE PHANTOM SHARES ARE PAYABLE, IN CASH OR COMMON STOCK, AT THE ELECTION OF THE REPORTING PERSON, UPON THE REPORTING PERSON'S TERMINATION OF SERVICE.
- (2) REPORTING PERSON ALSO HOLDS 3,000 SHARES, 2,678 IN A 401K PLAN AND 2,100 STOCK OPTIONS GRANTED 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. 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.