

LINDSTROM JAMES M
Form 4/A
January 09, 2006

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 *
LINDSTROM JAMES M

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)
310 SOUTH SCHUYLER AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2005

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

KANKAKEE, IL 60901

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/29/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 10,500 | D | |
| Common Stock | | | | (A) or (D) Price | 1,445.41 ⁽¹⁾ | I | 401(k) Plan |

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

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SEC 1474
(9-02)

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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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 23.19 | | | | | 07/08/2004 ⁽²⁾ | 07/07/2013 | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 27.5 | | | | | 10/19/2005 ⁽³⁾ | 10/19/2014 | Common Stock | 13,500 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 27 | 12/29/2005 | | A | 10,000 | ⁽⁴⁾ | 12/29/2012 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LINDSTROM JAMES M 310 SOUTH SCHUYLER AVENUE KANKAKEE, IL 60901 | | | Chief Financial Officer | |

Signatures

James M. Lindstrom
01/09/2006
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)

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All shares were accumulated through automatic paycheck deductions to 401(k) plan. Number of shares is based on plan statements as of 12/29/2005.

- (2) This option will vest in equal installments of 3,000 shares per year over 5 years beginning 07/08/2004.
- (3) This option will vest in equal installments of 2,700 shares per year over 5 years beginning 10/19/2005.
- (4) This option will vest in equal installments of 2,000 shares per year over 5 years beginning 12/29/06
- (5) Amending form filed 12-29-05 to reflect 10,000 shares.

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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