

DAVIDSON ROBERT L
Form 5/A
March 31, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EXECUTIVE VICE PRESIDENT

122 W. MADISON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/02/2009

6. Individual or Joint/Group Reporting

(check applicable line)

OTTAWA, IL 61350

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| COMMON STOCK | ^ | ^ | ^ | ^ ^ ^ | 3,000 | D | ^ |
| COMMON STOCK | ^ | ^ | ^ | ^ ^ ^ | 2,678 | I | 401K PLAN |

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| EMPLOYEE STOCK OPTION | Â | Â | Â | Â | Â Â | Â (1) Â (1) | COMMON STOCK | Â |
| PHANTOM STOCK | Â | Â | Â | Â | Â Â | Â (2) Â (2) | COMMON STOCK | Â |

Reporting Owners

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

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) SHARES GRANTED TO THE REPORTING PERSON UNDER THE ISSUER'S STOCK OPTION PLAN.

ON 1/2/2009, PHANTOM SHARES AS OF 12/31/2008 WERE ERRONEOUSLY REPORTED AS 1,286 PHANTOM SHARES. PHANTOM SHARES AS OF 12/31/2008 SHOULD HAVE BEEN REPORTED AS 1,175 PHANTOM SHARES. OF THAT AMOUNT, 280 PHANTOM SHARES ARE SUBJECT TO A 5 YEAR CLIFT VESTING AND VEST 12/31/2013. QUARTERLY COMPANY MATCHES WERE ERRONEOUSLY REPORTED AS ACQUIRING PHANTOM SHARES AT 100% RATHER THAN 50%. 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 provided is insufficient, see Instruction 6 for procedure.

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