

WOLFF PAULA
Form 4
December 11, 2012

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

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

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP, 155
NORTH WACKER DRIVE

(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

CHICAGO, IL 60606

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common	12/01/2012		J ⁽¹⁾		70,737	D	\$ 0	146,034.5 ⁽²⁾	I	By children and grand children of the reporting persons
Common	12/01/2012		J ⁽¹⁾		40,400	D	\$ 0	105,634.5 ⁽²⁾	I	By Paula Wolff as custodian of UTMA

accounts for children of the reporting persons

By family foundation of which the Reporting Persons are trustees on the board of trustees

Common 12/03/2012 12/06/2012 S 1,000 D \$ 0.35 104,634.5 ⁽²⁾ I

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 Beneficially Owned Following Reporting Transaction (Instr. 6)
				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
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 NORTH WACKER DRIVE
CHICAGO, IL 60606

X

WOLFF PAULA
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

X

155 NORTH WACKER DRIVE
CHICAGO, IL 60606

Signatures

/s/ Wayne W.
Whalen 12/10/2012

__Signature of
Reporting Person Date

/s/ Paula Wolff 12/10/2012

__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).

The Reporting Persons disclaim pecuniary interest in and shall no longer be deemed to indirectly own the following: 70,737 shares of common stock of the issuer held by children or grand children of the Reporting Persons; and 40,400 shares of common stock of the issuer held by Paula Wolff as custodian of UTMA accounts for children of the Reporting Persons.

The Reporting Persons directly own 621,888 shares of common stock of the issuer. Additionally, following the reported transaction, the Reporting Persons may be deemed to indirectly own the following: 54,750 shares of common stock of the issuer held by WPW Associates, L.P., of which the Reporting Persons are general partners; and 1,381 shares of convertible preferred stock of the issuer held by WPW Associates, L.P. of which the Reporting Persons are general partners and which are convertible into 49,884.5 shares of common stock of the issuer.

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.