

CENTRUE FINANCIAL CORP
 Form 4
 May 12, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 COOPER BRADLEY E

2. Issuer Name and Ticker or Trading Symbol
 CENTRUE FINANCIAL CORP
 [CFCB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2016

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

142 WEST 57TH STREET,, 3RD FLOOR

(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

NEW YORK, NY 10019

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| COMMON STOCK | | | | | 1,533,333 | I | See footnotes (1) (2) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| RESTRICTED STOCK UNITS | \$ 0 | 05/10/2016 | | A | 598.0861 | (3) (3) | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER BRADLEY E 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | X | X | | |
| Capital Z Partners Centrue AIV, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | | X | | |
| Capital Z Partners III GP, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | | X | | |
| Capital Z Partners III GP, Ltd. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Bradley E. Cooper | 05/12/2016 |
| **Signature of Reporting Person | Date |
| /s/ Craig Fisher, General Counsel - Authorized Signatory for Capital Z Partners Centrue AIV, L.P. | 05/12/2016 |
| **Signature of Reporting Person | Date |
| /s/ Craig Fisher, General Counsel - Authorized Signatory for Capital Z Partners III GP, L.P. | 05/12/2016 |
| **Signature of Reporting Person | Date |
| /s/ Craig Fisher, General Counsel - Authorized Signatory for Capital Z Partners III GP, Ltd. | 05/12/2016 |
| **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).

Directly owned by Capital Z Partners Centrue AIV, L.P. ("Capital Z Centrue"). Capital Z Partners III GP, L.P. ("Capital Z III GP LP") is the general partner of Capital Z Centrue. Capital Z Partners III GP, Ltd. ("Capital Z III GP LTD") is the general partner of Capital Z III

(1) GP LP and the ultimate general partner of Capital Z Centrue. Each of Capital Z III GP LP, Capital Z III GP LTD and Capital Z Centrue disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by such other entity.

Bradley E. Cooper, a director of the Issuer, is a limited partner of Capital Z III GP LP and is an officer and director of Capital Z III GP LTD. Mr. Cooper disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest in an indeterminate portion of the securities beneficially owned by such other entities.

Restricted stock units ("RSUs") granted to Mr. Cooper under the Issuer's 2015 Stock Compensation Plan. Two-thirds of the RSUs are scheduled to vest on May 10, 2018 and one-third are scheduled to vest on May 10, 2019. Pursuant to the award agreement relating to the RSUs, Mr. Cooper has assigned all beneficial ownership in the RSUs to Capital Z Partners Management, LLC, an affiliate of Capital Z III GP LTD and an entity for which Mr. Cooper is a partner and director.

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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