

WINTRUST FINANCIAL CORP  
 Form 4  
 January 27, 2014

**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 \*  
**WEHMER EDWARD J**

2. Issuer Name and Ticker or Trading Symbol  
**WINTRUST FINANCIAL CORP [WTFC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**9700 WEST HIGGINS ROAD, 8TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/25/2010**

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

(Street)  
**ROSEMONT, IL 60018**

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/25/2010		A		13 <sup>(1)</sup> A \$ 34.07	108,433	D
Common Stock	08/26/2010		A		155 <sup>(1)</sup> A \$ 29.01	108,588	D
Common Stock	02/24/2011		A		137 <sup>(1)</sup> A \$ 33.08	108,725	D
Common Stock	08/25/2011		A		155 <sup>(1)</sup> A \$ 29.29	108,880	D
Common Stock	02/23/2012		A		134 <sup>(1)</sup> A \$ 33.84	109,014	D

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Common Stock	08/23/2012	A	123 <sup>(1)</sup>	A	\$ 36.9	109,137	D	
Common Stock	02/21/2013	A	124 <sup>(1)</sup>	A	\$ 36.76	109,261	D	
Common Stock	08/22/2013	A	111 <sup>(1)</sup>	A	\$ 41.38	109,372	D	
Common Stock	01/23/2014	A	1,022	A	\$ 0 <sup>(2)</sup>	110,394	D	
Common Stock						7,052 <sup>(3)</sup>	I	by 401(k) Plan
Common Stock						46,376	I	by Spouse
Common Stock						4,950	I	FBO children

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 46.86	01/23/2014		A	29,883	<sup>(4)</sup>	01/23/2021	Common Stock	29,883

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHMER EDWARD J 9700 WEST HIGGINS ROAD, 8TH FLOOR	X		PRESIDENT	

ROSEMONT, IL 60018

## Signatures

/s/Lisa J. Pattis,  
Attorney-in-fact

01/27/2014

\_\_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) The Issuer reported the shares earned pursuant to certain Restricted Stock Units Award Agreements, however, the dividends associated with said restricted stock units were inadvertently not previously reported.
  - (2) Represents stock awarded upon attainment of performance objectives under the Company's Long Term Incentive Program.
  - (3) Includes an increase of 28 shares held in the Company's 401(k) plan during 2013.
  - (4) Option shares granted in conjunction with award under the Company's Long Term Incentive Program. Award shares vest at a rate of one-third on each of the first three anniversaries of the date of grant.

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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