

WEHMER EDWARD J
Form 4
January 30, 2012

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 *
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)
454 BUENA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2012

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

LAKE FOREST, IL 60045

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/22/2011 | | G | 900 | D | \$ 0 | 0 | D |
| Common Stock | 01/26/2012 | | A | 4,262 | A | \$ 0 ⁽¹⁾ | 0 | D |
| Common Stock | 01/27/2012 | | F | 2,598 | D | \$ 30.955 | 0 | D |
| Common Stock | 01/28/2012 | | F | 8,762 | D | \$ 30.955 | 239,357 | D |
| Common Stock | | | | | | | 7,348 | I |
| | | | | | | | | by 401(k) Plan |

| | | | | | | | | |
|--------------|------------|---|-----|---|------|--------|---|--------------|
| Common Stock | 12/22/2011 | G | 900 | D | \$ 0 | 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.

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. SEC 1474 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 30.975 | 01/26/2012 | | A | 13,424 | <u>(2)</u> 01/26/2019 | Common Stock | 13,424 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| WEHMER EDWARD J 454 BUENA ROAD LAKE FOREST, IL 60045 | X | | PRESIDENT | |

Signatures

/s/David A. Dykstra,
Attorney-in-Fact

01/30/2012

**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).
- (1) Restricted Stock Units granted under the Company's Stock Incentive Plan - Shares become fully vested one year from the date of grant and will be converted into unrestricted shares of Common Stock within 40 days subsequent to the vesting date.

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- (2) 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.

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