KILIAN BARBARA A

Form 4

January 29, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KILIAN BARBARA A			2. Issuer Name and Ticker or Trading Symbol WINTRUST FINANCIAL CORP [WTFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1417 SOUTH ((First) CLINTON A	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2007	Director 10% Owner _X_ Officer (give title Other (specify below) SENIOR V.PFINANCE			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PARK RIDGE, IL 60068				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Secu	ırities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on(A) or Dispos (Instr. 3, 4 and (A) of Amount (D)	sed of (D) d 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)	
Common Stock	01/25/2007		A	596 (1) A	\$0	0	D	
Common Stock	01/26/2007		F	125 <u>(2)</u> D	\$ 45.19	3,836	D	
Common Stock						409	I	By ESPP

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		umber Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
					Exercisable	Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KILIAN BARBARA A 1417 SOUTH CLINTON AVENUE PARK RIDGE, IL 60068

SENIOR V.P.-FINANCE

Signatures

/s/David A. Dykstra, Attorney-in-Fact 01/29/2007

**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).
- Share represent Restricted Stock Units granted under the Company's Stock Incentive Plan with vesting provisions as follows: (a) 396 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; and (b) 200 shares become vested at a rate of 1/3rd on each of the first three anniversary dates of the grant date and will be converted into unrestricted shares of Common Stock within 40 days subsequent to the respective vesting dates.
- (2) Payment of tax liability by withholding securities incident to the vesting of restricted stock units.

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.

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