#### **BOWDEN LLOYD M**

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 APPROVAL OMB** 

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

01/26/2007

(Print or Type Responses)

| 1. Name and A BOWDEN                 | Address of Reporting Person *\frac{*}{LLOYD M} | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>WINTRUST FINANCIAL CORP<br>[WTFC]  | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)   |  |  |  |
|--------------------------------------|--|---|---|--|--|--|
| (Last) 2671 OAK                      | (First) (Middle) RAIL DRIVE                    | 3. Date of Earliest Transaction (Month/Day/Year) 01/25/2007   | Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President   |  |  |  |
| NEW LENG                             | (Street) OX, IL 60451                          | 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 Form filed by More than One Reporting Person                        |  |  |  |
| (City)                               | (State) (Zip)                                  | Table I - Non-Derivative Securities A   | equired, Disposed of, or Beneficially Owned   |  |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | any  | eemed 3. 4. Securities Acquired tion Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price | Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) |  |  |  |
| Common<br>Stock                      | 01/25/2007                                     | A 650 (1) A \$ 0  | 0 D   |  |  |  |

479 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### 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       | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun          | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly        | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit        | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3      | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |                |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |                |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |                |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |                |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |                |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |                |              |             |        |
|             |             |                     |                    |            |            |               |             |                | A manuat     |             |        |
|             |             |                     |                    |            |            |               |             |                | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |                | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title Nu<br>of | Number       |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |                |              |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |                | Shares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**BOWDEN LLOYD M** 2671 OAK RAIL DRIVE NEW LENOX, IL 60451

**Executive Vice President** 

### **Signatures**

/s/David A. Dykstra as 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).
- 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.
- (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.

Reporting Owners 2