KEY ROBERT F

Form 4

February 24, 2005

# FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEY ROBERT F			2. Issuer Name and Ticker or Trading Symbol WINTRUST FINANCIAL CORP [(WTFC)]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 657 LINDEN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2005	Director 10% Owner _X Officer (give title Other (specify below)  Executive Vice President			
			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			
LAKE FOREST, IL 60045				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. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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)		
Common Stock	02/22/2005		M	372	A	\$0	41,915	D		
Common Stock							6,057	I	by 401(k) Plan	
Common Stock							325	I	by Spouse	
Common Stock							750	I	FBO minor children	

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

### Edgar Filing: KEY ROBERT F - Form 4

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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)

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. Transacti Code (Instr. 8)	5. Number on f 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 Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	02/22/2005		M	372	(1)	03/09/2005	Common Stock	372	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Other Officer

KEY ROBERT F 657 LINDEN LAKE FOREST, IL 60045

**Executive Vice President** 

## **Signatures**

David A. Dykstra, 02/24/2005 Attorney-in-Fact

\*\*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.

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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