STOEHR DAVID L

Form 4

February 01, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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)

(Ctata)

(7:-

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STOEHR DAVID L Issuer Symbol WINTRUST FINANCIAL CORP (Check all applicable) [WTFC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) 1309 ESTATE LANE EAST 01/28/2010 Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE FOREST, IL 60045 Person

| (City)                 | (State) (2                           | Table                         | I - Non-De         | erivative S       | Securi              | ties Ac     | quired, Disposed   | of, or Beneficia           | lly Owned               |
|------------------------|--------------------------------------|-------------------------------|--------------------|-------------------|---------------------|-------------|--|----------------------------|-------------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio   | 4. Securi         |                     | or          | 5. Amount of Securities  | 6. Ownership Form: Direct  | 7. Nature of Indirect   |
| (Instr. 3)             |                                      | any                           | Code               | Disposed          | `                   | <b>*</b>    | Beneficially   | (D) or                     | Beneficial              |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)  Code V | (Instr. 3, Amount | 4 and  (A)  or  (D) | 5)<br>Price | Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Indirect (I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |
| Common<br>Stock        | 01/28/2010                           |                               | A                  | 4,650<br>(1)      | A                   | \$0         | 9,186  | D                          |                         |
| Common<br>Stock        |                                      |                               |                    |                   |                     |             | 644  | I                          | By ESPP                 |
| Common<br>Stock        |                                      |                               |                    |                   |                     |             | 810  | I                          | FBO minor children      |

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 |            | 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            |             | or Title Number of |        |             |        |
|             |             |                     |                    |                   |            | Exercisable     |             |                    |        |             |        |
|             |             |                     |                    | C 1 W             | (A) (D)    |                 |             |                    |        |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |                 |             |                    | Shares |             |        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STOEHR DAVID L 1309 ESTATE LANE EAST

LAKE FOREST, IL 60045

Chief Financial Officer

Signatures

/s/David A. Dykstra,
Attorney-in-Fact
02/01/2010

\*\*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 two years from the date of grant and will be converted into unrestricted shares of Common Stock within 40 days subsequent to the vesting date; provided, however, the

(1) shares shall not be transferable or payable during the period in which any obligation arising from investments provided under the U.S. Treasury's Capital Purchase Program remains outstanding, provided that 25% may become transferable or payable for each repayment of 25% of Capital Purchase Program Investment.

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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