

WINTRUST FINANCIAL CORP

Form 4

January 27, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DYKSTRA DAVID 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) (First) (Middle)
9700 WEST HIGGINS ROAD, 8TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR EVP AND COO

ROSEMONT, IL 60018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/25/2010 | | A | | 92 ⁽¹⁾ A \$ 34.07 | | D |
| Common Stock | 08/26/2010 | | A | | 109 ⁽¹⁾ A \$ 29.01 | | D |
| Common Stock | 02/24/2011 | | A | | 96 ⁽¹⁾ A \$ 33.08 | | D |
| Common Stock | 08/25/2011 | | A | | 108 ⁽¹⁾ A \$ 29.29 | | D |
| Common Stock | 02/23/2012 | | A | | 94 ⁽¹⁾ A \$ 33.84 | | D |

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| | | | | | | | |
|--------------|------------|---|-------------------|---|---------------------|---------|---|
| Common Stock | 08/23/2012 | A | 87 ⁽¹⁾ | A | \$ 36.9 | 172,976 | D |
| Common Stock | 02/21/2013 | A | 87 ⁽¹⁾ | A | \$ 36.76 | 173,063 | D |
| Common Stock | 08/22/2013 | A | 78 ⁽¹⁾ | A | \$ 41.38 | 173,141 | D |
| Common Stock | 01/23/2014 | A | 623 | A | \$ 0 ⁽²⁾ | 173,764 | D |

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 46.86 | 01/23/2014 | | A | 11,755 | ⁽³⁾ 01/23/2021 | Common Stock 11,755 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DYKSTRA DAVID A
9700 WEST HIGGINS ROAD, 8TH FLOOR
ROSEMONT, IL 60018

SENIOR EVP AND COO

Signatures

/s/Lisa J. Pattis,
Attorney-in-fact

01/27/2014

__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) The Issuer reported shares earned pursuant to a certain Restricted Stock Units Award Agreement, however, the dividends associated with said restricted stock units were inadvertently not previously reported.
- (2) Represents stock awarded upon attainment of performance objectives under the Company's Long Term Incentive Program.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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