

WEHMER EDWARD J  
 Form 4  
 February 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**WEHMER EDWARD J**

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)  
**454 BUENA ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/28/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

**LAKE FOREST, IL 60045**  
 (City) (State) (Zip)

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

**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 (D) Price		
Common Stock	01/28/2010		A		21,138 (1)	A	\$ 0 0 D
Common Stock	01/31/2010		A		116	A	\$ 0 (2) 189,524 D
Common Stock							7,245 I by 401(k) Plan
Common Stock							52,000 I by Spouse
Common Stock							4,950 I FBO children

Edgar Filing: WEHMER EDWARD J - Form 4

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.**

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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHMER EDWARD J 454 BUENA ROAD LAKE FOREST, IL 60045	X		President	

## Signatures

/s/David A. Dykstra,  
Attorney-in-Fact  
Date: 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).
  - (1) 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 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.
  - (2) Securities are base salary paid to Mr. Wehmer in the form of shares of the Company's Common Stock as further described in the Company's Report on Form 8-K filed on August 20, 2009.

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

## Edgar Filing: WEHMER EDWARD J - Form 4

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.