

WINTRUST FINANCIAL CORP
 Form 4
 January 29, 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 *
 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)
 9700 WEST HIGGINS ROAD, 8TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2014

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

(Street)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 01/27/2014 | | M | A | 9,000 | \$ 33.06 | 119,394 D |
| Common Stock | 01/27/2014 | | M | A | 12,555 | \$ 33.28 | 131,949 D |
| Common Stock | 01/27/2014 | | S | D | 33,289 | \$ 45.53 <u>(1)</u> | 98,660 D |
| Common Stock | | | | | | | 7,052 I by 401(k) Plan |
| | | | | | | | 46,376 I by Spouse |

Common
Stock

Common
Stock

4,950

I

FBO
children

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

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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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 33.06 | 01/27/2014 | | M | 9,000 | <u>(2)</u> 01/24/2015 | Common Stock | 9,000 |
| Non-Qualified Stock Option (right to buy) | \$ 33.28 | 01/27/2014 | | M | 12,555 | <u>(3)</u> 08/03/2018 | Common Stock | 12,555 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEHMER EDWARD J
9700 WEST HIGGINS ROAD, 8TH FLOOR
ROSEMONT, IL 60018

X

PRESIDENT

Signatures

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

01/29/2014

__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).

- The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.27 to \$45.74, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- (1) Option shares granted in conjunction with award under the Company's Stock Incentive Plan. Award shares vested at a rate of one-fifth each of the first five anniversaries of the date of grant.
 - (2) Option shares granted in conjunction with award under the Company's Long Term Incentive Program. Award shares vested at a rate of one-third on each of the first and second anniversaries of the date of grant and the final one-third on December 31, 2013.

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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