

WINTRUST FINANCIAL CORP

Form 4

January 26, 2015

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 *
MURPHY RICHARD B

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)
01/22/2015

____ Director
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE 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				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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				
Common Stock	10/28/2014		G	V	505	D	\$ 0	31,601	D	
Common Stock	01/22/2015		A		1,794	A	\$ 0 ⁽¹⁾	33,395	D	
Common Stock	01/22/2015		A		1,500	A	\$ 0 ⁽²⁾	34,895	D	
Common Stock	01/23/2015		M		6,500	A	\$ 33.06	41,395	D	
Common Stock	01/23/2015		S		6,500	D	\$ 44.71	34,895	D	

(3)

Common Stock	3,160 ⁽⁴⁾	I	by 401(k) Plan
Common Stock	2,586	I	FBO minor children
Common Stock	434	I	by Spouse

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)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 44.11	01/22/2015		A	9,872	⁽⁵⁾ 01/22/2022	Common Stock				9
Non-Qualified Stock Option (right to buy)	\$ 33.06	01/23/2015		M	6,500	⁽⁶⁾ 01/24/2015	Common Stock				6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY RICHARD B 9700 WEST HIGGINS ROAD, 8TH FLOOR ROSEMONT, IL 60018			EXECUTIVE VICE PRESIDENT	

Signatures

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

01/26/2015

__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) Represents stock awarded upon attainment of performance objectives under the Company's Long Term Incentive Program.
 - (2) Restricted Stock Units awarded under the Company's 2007 Stock Incentive Plan. Vests at a rate of one-third on each of the first three anniversaries of the date of grant.

The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.15,
 - (3) 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.
 - (4) Includes a decrease of 14 shares held in the Company's 401(k) plan during 2014.
 - (5) Option shares granted in conjunction with award under the Company's Long Term Incentive Program. Option shares vest at a rate of one-third on each of the first three anniversaries of the date of grant.
 - (6) 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.

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.