

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 *
 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)
 01/22/2015

____ 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	01/22/2015		A		2,833 A \$ 0 ⁽¹⁾	172,692	D
Common Stock	01/22/2015		A		4,000 A \$ 0 ⁽²⁾	176,692	D
Common Stock	01/22/2015		M		8,000 A \$ 33.06	184,692	D
Common Stock	01/22/2015		S		8,000 D \$ 44.42 ⁽³⁾	176,692	D

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 44.11	01/22/2015		A	14,711	<u>(4)</u> 01/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.11	01/22/2015		A	19,000	<u>(5)</u> 01/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.06	01/22/2015		M	8,000	<u>(6)</u> 01/24/2015	Common Stock

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, 01/26/2015
Attorney-in-fact

__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.

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- The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.31 to \$44.49, 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.
- (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) 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.
 - (5) Option shares granted under the Company's 2007 Stock Incentive Plan. Options vest at a rate of one-third on each of the first three anniversaries of the date of the 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.

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