

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

ZIDAR THOMAS P

CIK: **1365691**

Type: **4** | Act: **34** | File No.: **001-35077** | Film No.: **13552806**

Mailing Address
640 WAGNER ROAD
GLENVIEW IL 60025

ISSUER

WINTRUST FINANCIAL CORP

CIK: **1015328** | IRS No.: **363873352** | State of Incorp.: **IL** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address	Business Address
9700 WEST HIGGINS ROAD, 8TH FLOOR ROSEMONT IL 60018	9700 WEST HIGGINS ROAD, 8TH FLOOR ROSEMONT IL 60018 8479399000

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person ZIDAR THOMAS P			2. Issuer Name and Ticker or Trading Symbol WINTRUST FINANCIAL CORP [WTEC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EXECUTIVE VICE PRESIDENT		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
9700 WEST HIGGINS ROAD, 8TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ROSEMONT, IL 60018								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock							25,727 ⁽¹⁾	D	
Common Stock							4,292 ⁽²⁾	I	By ESPP

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$37.85	01/24/2013		A		2,948		⁽³⁾	01/24/2020	Common Stock	2,948	\$ 0	2,948	D	

Explanation of Responses:

1. Includes an adjustment to the previously reported total to reflect a prior inadvertent over-reporting of 2,489 shares.
2. Includes 752 shares purchased by reporting person during 2012 in the Company's Employee Stock Purchase Plan.
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.

Signatures

/s/David A. Dykstra, Attorney-in-fact

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

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

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 Number.