

LARSON DAVID L
 Form 4
 April 10, 2013

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 *
 LARSON DAVID L

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, 8TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2011

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

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 (A) or (D) | | |
| Common Stock ⁽¹⁾ | 02/24/2011 | | P | 4 | \$ 33.13 | 6,990 | D |
| Common Stock ⁽²⁾ | 05/03/2011 | | F | 319 | \$ 33.97 | 6,671 | D |
| Common Stock ⁽¹⁾ | 08/25/2011 | | P | 4 | \$ 30.48 | 6,675 | D |
| Common Stock ⁽¹⁾ | 02/23/2012 | | P | 4 | \$ 33.35 | 6,679 | D |
| Common Stock ⁽²⁾ | 05/03/2012 | | F | 319 | \$ 35.99 | 6,360 | D |

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| | | | | | | | |
|-------------------------|------------|---|---|---|-------|------------------|---|
| Common Stock <u>(1)</u> | 08/23/2012 | P | 4 | A | \$ 37 | 6,364 | D |
| Common Stock <u>(1)</u> | 02/21/2013 | P | 4 | A | \$ 37 | 7,368 <u>(3)</u> | D |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LARSON DAVID L 9700 WEST HIGGINS, 8TH FLOOR ROSEMONT, IL 60018 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

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

04/10/2013

 **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) Reflects shares acquired pursuant to a broker-administered dividend re-investment program and inadvertently reported on a delayed basis.

(2)

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Reflects use of shares in connection with tax withholding associated with vesting of restricted stock inadvertently reported on a delayed basis.

- (3) Includes 1,000 shares acquired in a transaction reported on a Form 4 in August 2011 and inadvertently omitted from amount of securities reported as beneficially owned in subsequent filings.

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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