

WINTRUST FINANCIAL CORP  
 Form 4  
 February 01, 2016

**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 \*  
 STOEHR 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 ROAD, 8TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/28/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CHIEF FINANCIAL OFFICER

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                   |
| Common Stock                    | 01/28/2016                           |                                                    | A                              | 1,442                                                             | A \$ 0 (1)                                                                                    | 15,739                                                   | D                                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 347                                                      | I By ESPP                         |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 415                                                      | I FBO minor children              |

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**

SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 40.87                                               | 01/28/2016                           |                                                    | A                              | 8,487                                                                                   | <u>(2)</u> 01/28/2023                                    | Common Stock 8,487                                            |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

STOEHR DAVID L  
9700 WEST HIGGINS ROAD, 8TH FLOOR  
ROSEMONT, IL 60018

CHIEF FINANCIAL OFFICER

## Signatures

/s/David A. Dykstra,  
Attorney-in-fact 02/01/2016

\*\*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) 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.

**Remarks:**

EXHIBIT LIST:

Exhibit 24.1 - Power of Attorney

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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