

WEHMER EDWARD J
Form 4
January 31, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2011
Estimated average burden hours per response... 0.5

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 *
WEHMER EDWARD J

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)
454 BUENA ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2011

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

LAKE FOREST, IL 60045

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)
Common Stock	01/27/2011		A	V	18,797	A	
				(A) or (D)	Price		
					\$ 0		
					(1)		
Common Stock					202,196	D	
Common Stock					7,269	I	by 401(k) Plan
Common Stock					40	I	By ESPP
Common Stock					49,176	I	by Spouse
Common Stock					4,950	I	FBO children

Edgar Filing: WEHMER EDWARD J - Form 4

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.

SEC 1474
(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 Following Reported Transaction (Instr. 3)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHMER EDWARD J 454 BUENA ROAD LAKE FOREST, IL 60045	X		PRESIDENT	

Signatures

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

01/31/2011

__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).

Shares represent Restricted Stock Units granted under the Company's Stock Incentive Plan. Shares vest evenly over a three year period on (1) the first, second and third year anniversary date of the grant. Vested shares will be converted into unrestricted shares of Common Stock within 40 days subsequent to the vesting date.

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. er new store locations; the pace of growth in our store locations, which may be higher or lower than anticipated; the possibility that we will identify new business and strategic options for one or more of its business segments, potentially including selective acquisitions, dispositions, restructurings, joint ventures and partnerships; trade restrictions, tariffs, and other factors potentially affecting our ability to find qualified vendors and

access products in an efficient manner; our ability to successfully implement our initiatives to improve our inventory management capabilities; the outcome of pending legal proceedings; anticipated cash flow; social and political conditions such as war, political unrest and terrorism or natural disasters; the possibility of negative investment returns in our pension plan; changes in interest rates; volatility in financial markets; changes in our debt ratings, credit spreads and cost of funds; the possibility of interruptions in systematically accessing the public debt markets; general economic conditions and normal business uncertainty. In addition, we typically earn a disproportionate share of our operating income in the fourth quarter due to seasonal buying patterns, which are difficult to forecast with certainty. While we believe that our forecasts and assumptions are reasonable, we caution that actual results may differ materially. We intend the forward-looking statements to speak only as of the time first made and we do not undertake to update or revise them as more information becomes available. Forward-Looking Statements

Edgar Filing: WEHMER EDWARD J - Form 4

Sears Holdings Corporation has filed a Registration Statement on Form S-4 with the SEC (SEC File Number 333-120954), which includes a joint proxy statement- prospectus that is being used to solicit proxies for the proposed business combination. Please read the final joint proxy statement-prospectus, because it contains important information. You may obtain a free copy of the definitive joint proxy statement- prospectus, as well as other filings containing information about Sears Holdings, Sears, Roebuck and Kmart without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the SEC filings that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Kmart Holding Corporation, 3100 West Big Beaver Road, Troy, Michigan, 48084 Attention: Office of the Secretary, or to Sears, Roebuck and Co., 3333 Beverly Road, Hoffman Estates, IL. Attention: Office of the Secretary. The proposed directors and executive officers of Sears Holdings, the respective directors and executive officers of Sears, Roebuck and Kmart and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about them and a description of their direct and indirect interests, by security holdings or otherwise, is available in the joint proxy statement-prospectus. Additional Information

Edgar Filing: WEHMER EDWARD J - Form 4

Institutional Shareholder Services Presentation Alan J. Lacy Chairman and Chief Executive Officer Sears, Roebuck and Co. March 4, 2005