

WINTRUST FINANCIAL CORP
 Form 4
 January 29, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 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)
 9700 WEST HIGGINS ROAD, 8TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/27/2014		M		9,000	A	\$ 33.06
Common Stock	01/27/2014		M		12,555	A	\$ 33.28
Common Stock	01/27/2014		S		33,289	D	\$ 45.53 <u>(1)</u>
Common Stock							7,052
							46,376
						I	by 401(k) Plan
						I	by Spouse

Common
Stock

Common
Stock

4,950

I

FBO
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 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.06	01/27/2014		M	9,000	<u>(2)</u> 01/24/2015	Common Stock	9,000
Non-Qualified Stock Option (right to buy)	\$ 33.28	01/27/2014		M	12,555	<u>(3)</u> 08/03/2018	Common Stock	12,555

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEHMER EDWARD J
9700 WEST HIGGINS ROAD, 8TH FLOOR
ROSEMONT, IL 60018

X

PRESIDENT

Signatures

/s/Lisa J. Pattis,
Attorney-in-fact

01/29/2014

__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).

- The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.27 to \$45.74, 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.
- (1) 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.
 - (2) Option shares granted in conjunction with award under the Company's Long Term Incentive Program. Award shares vested at a rate of one-third on each of the first and second anniversaries of the date of grant and the final one-third on December 31, 2013.

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.

Franklin Advisers, Inc.:

1,160

(iii)

Sole power to dispose or to direct the disposition of

Franklin Resources, Inc.:

0

Charles B. Johnson:

0



Explanation of Responses:

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	Rupert H. Johnson, Jr.:	0
	Franklin Advisers, Inc.:	4,559,450
	Franklin Templeton Institutional, LLC:	459,500
	Fiduciary Trust Company International:	153,170
	Franklin Templeton Investment Management Limited:	60,000
	Franklin Templeton Investments Australia Limited:	52,000
	Franklin Templeton Investments Japan Limited:	23,000
	Franklin Templeton Portfolio Advisors, Inc.:	63
	Fiduciary International, Inc.:	0
(iv)	Shared power to dispose or to direct the disposition of <u>[2]</u>	
	Fiduciary International, Inc.:	148,000
	Franklin Templeton Portfolio Advisors, Inc.:	578

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has

ceased to be the beneficial owner of more than five percent of the class of securities, check the

following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment companies registered under

the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to

direct the receipt of dividends from, and the proceeds from the sale of, the Securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By

the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were

acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose

of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and

are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit A Joint Filing Agreement

Exhibit B Limited Powers of Attorney for Section 13 Reporting Obligations

Exhibit C Item 7 Identification and Classification of Subsidiaries

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this

statement is true, complete and correct.

Dated: February 3, 2012

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ ROBERT C. ROSSELOT

Robert C. Rosselot

Assistant Secretary of Franklin Resources, Inc.

this Attorney in Fact for Charles B. Johnson pursuant to Limited Power of Attorney attached to

Schedule 13G

this Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Limited Power of Attorney attached to

Schedule 13G

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby

agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such

statement and that such statement and all amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this agreement on
February 3, 2012.

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/ ROBERT C. ROSSELOT

Robert C. Rosselot

Assistant Secretary of Franklin Resources, Inc.

this Attorney in Fact for Charles B. Johnson pursuant to Limited Power of Attorney attached to

Schedule 13G

to this Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Limited Power of Attorney attached

Schedule 13G

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EXHIBIT B

LIMITED POWER OF ATTORNEY
FOR
SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Robert Rosselot

and Maria Gray, each acting individually, as the undersigned's true and lawful attorney in fact, with full power and authority

as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including any amendments thereto or any

related documentation) with the United States Securities and Exchange Commission, any national securities exchanges

and Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as considered necessary or advisable under

Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended

from time to time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on

behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney in fact to act in their discretion on

information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on behalf of the undersigned pursuant to this

Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i) any liability for the undersigned's

responsibility to comply with the requirements of the Exchange Act or (ii) any liability of the undersigned for any failure to

comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the

undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 13

of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full power and authority to do and

perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing

matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each

such attorney in fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited

Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing

delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of

this 30th day of April, 2007

/s/Charles B. Johnson

Signature

Charles B. Johnson

Print Name

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LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Robert Rosselot

and Maria Gray, each acting individually, as the undersigned's true and lawful attorney in fact, with full power and authority

as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including any amendments thereto or any

related documentation) with the United States Securities and Exchange Commission, any national securities exchanges

and Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as considered necessary or advisable under

Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended

from time to time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on

behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney in fact to act in their discretion on

information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on behalf of the undersigned pursuant to this

Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i) any liability for the undersigned's

responsibility to comply with the requirements of the Exchange Act or (ii) any liability of the undersigned for any failure to

comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the

undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 13

of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full power and authority to do and

perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing

matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each

such attorney in fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited

Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing

delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as

of this 25th day of April, 2007

/s/ Rupert H. Johnson, Jr.

Signature

Rupert H. Johnson, Jr.

Print Name

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EXHIBIT C

Fiduciary International, Inc.	Item 3 Classification: 3(e)
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Franklin Advisers, Inc.	Item 3 Classification: 3(e)
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Franklin Templeton Institutional, LLC	Item 3 Classification: 3(e)
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Franklin Templeton Investment Management Limited	Item 3 Classification: 3(e)
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Franklin Templeton Portfolio Advisors, Inc.	Item 3 Classification: 3(e)
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Fiduciary Trust Company International.	Item 3 Classification: 3(b)
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Franklin Templeton Investments Australia Limited	Item 3 Classification: 3(j)
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Franklin Templeton Investments Japan Limited	Item 3 Classification: 3(e)
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Footnotes to Schedule 13G

Explanation of Responses:

[1] Franklin Templeton Portfolio Advisors, Inc. ("FTPA") may beneficially own these

securities pursuant to various separately managed account investment management

arrangements. Under these arrangements, underlying clients may, from time to time,

delegate to FTPA the power to vote such securities, in which case FTPA has sole voting

power. To the extent that the underlying client retains voting power over any

securities, FTPA disclaims any power to vote or direct the vote of such securities.

[2] One of the investment management contracts that relates to these securities provides

that the applicable FRI affiliate share investment power over the securities held in

the client's account with another unaffiliated entity. The issuer's securities held

in such account are less than 5% of the outstanding shares of the class. In addition, FRI does not believe that such contract causes such client or unaffiliated

entity to be part of a group with FRI or any FRI affiliate within the meaning of Rule

13d 5 under the Act.