

STOEHR DAVID L
Form 4
July 25, 2017

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

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2017

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

(Street)
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	07/21/2017		M		3,060	A	\$ 33.28
Common Stock	07/21/2017		M		3,356	A	\$ 30.98
Common Stock	07/21/2017		M		3,409	A	\$ 37.85
Common Stock	07/21/2017		M		5,783	A	\$ 46.86
Common Stock	07/21/2017		M		4,878	A	\$ 44.11

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Common Stock	07/21/2017		M	2,829	A	\$ 40.87	32,544	D
Common Stock	07/21/2017		S	23,315	D	\$ 76.86	9,229	D
Common Stock	07/21/2017		S	1,828	D	\$ 77.41	7,401	D
Common Stock	07/21/2017		S	20	D	\$ 77.46	7,381	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.28	07/21/2017		M	3,060	08/03/2014 08/03/2018	Common Stock	3,060
Non-Qualified Stock Option (right to buy)	\$ 30.98	07/21/2017		M	3,356	01/26/2015 01/26/2019	Common Stock	3,356
Non-Qualified Stock Option (right to buy)	\$ 37.85	07/21/2017		M	3,409	01/24/2016 01/24/2020	Common Stock	3,409
Non-Qualified Stock Option (right to buy)	\$ 46.86	07/21/2017		M	5,783	01/23/2017 01/23/2021	Common Stock	5,783
Non-Qualified Stock Option (right to buy)	\$ 44.11	07/21/2017		M	4,878	01/22/2017 01/22/2022	Common Stock	4,878
	\$ 40.87	07/21/2017		M	2,829	01/28/2017 01/28/2023		2,829

Non-Qualified
Stock Option
(right to buy)

Common
Stock

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/Kathleen M. Boege,
Attorney-in-fact

07/25/2017

__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).

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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