

ZIDAR THOMAS P

Form 4

January 28, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZIDAR THOMAS P

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)  
01/24/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT

(Street)  
ROSEMONT, IL 60018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 01/24/2019                              |   | A                                       | 1,797 A   | \$ 0 <sup>(1)</sup> 31,016   | D  |   |
| Common<br>Stock                       | 01/25/2019                              |   | M                                       | 3,482 A   | \$ 30.98 34,498  | D  |   |
| Common<br>Stock                       | 01/25/2019                              |   | S                                       | 3,482 D   | \$ 72.62 <sup>(2)</sup> 31,016   | D  |   |
| Common<br>Stock                       |   |   |   |   | 7,129 <sup>(3)</sup>   | I  | By ESPP                                 |

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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 (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)  | \$ 30.98   | 01/25/2019                           |  | M                              | 3,482  | 01/26/2015 01/26/2019                                    | Common Stock  | 3,482                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| ZIDAR THOMAS P<br>9700 WEST HIGGINS ROAD, 8TH FLOOR<br>ROSEMONT, IL 60018 | Director 10% Owner Officer Other<br>EXECUTIVE VICE PRESIDENT |

## Signatures

/s/Kathleen M. Boege,  
Attorney-in-fact 01/28/2019

\_\_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.

The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$72.21 to \$73.03, 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.

(3) Includes 294 shares purchased by reporting person during 2018 in the Company's Employee Stock Purchase Plan.

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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