

WEHMER EDWARD J  
Form 4  
September 02, 2009

# 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 \*  
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)  
08/31/2009

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

LAKE FOREST, IL 60045  
(City) (State) (Zip)

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

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/31/2009		A	602 A \$ 0 (1)	166,954	D	
Common Stock					7,245	I	by 401(k) Plan
Common Stock					52,000	I	by Spouse
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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## 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/Edward J. Wehmer 09/02/2009

\*\*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) Securities are base salary paid to Mr. Wehmer in the form of shares of the Company's Common Stock as further described in the Company's Report on Form 8-K filed on August 20, 2009.

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. D \$ 14.9615 90,641 I See Footnote 8 (8) Common Stock08/06/2008 S(11) 73 (4) D \$ 14.9615 16,269 I See Footnote 9 (9) Common Stock08/06/2008 S(11) 397 (5) D \$ 14.9615 88,535 I See Footnote 10 (10)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
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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 (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

TA ASSOCIATES INC  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

X                    X                    See General Remarks

TA IX LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES IX LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA / ATLANTIC & PACIFIC IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES AP IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP  
 JOHN HANCOCK TOWER  
 200 CLARENDON ST 56TH FLOOR  
 BOSTON, MA 02116  
 See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP  
 JOHN HANCOCK TOWER  
 200 CLARENDON ST 56TH FLOOR  
 BOSTON, MA 02116  
 See General Remarks

TA ASSOCIATES SPF LP  
 JOHN HANCOCK TOWER  
 200 CLARENDON ST. 56TH FLOOR  
 BOSTON, MA 02116  
 See General Remarks

TA Investors II L.P.  
 JOHN HANCOCK TOWER  
 200 CLARENDON ST. 56TH FLOOR  
 BOSTON, MA 02116  
 See General Remarks

## Signatures

By TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its  
 Manager, By Thomas P. Alber, Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief  
 Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA  
 Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber,  
 Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA  
 Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA  
 Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber,  
 Chief Financial Officer  
 08/06/2008  
 \_\_Signature of Reporting Person  
 Date

TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief  
 Financial Officer  
 08/06/2008

\_\_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) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (3) These securities were sold solely by TA Strategic Partners Fund A L.P.
- (4) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (5) These securities were sold solely by TA Investors II L.P.
- (6) These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (7) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (8) These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (9) These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (10) These securities are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.
- (11) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on May 23, 2008.

**Remarks:**

The Reporting Persons are members of a 13(d) group owning more than 10% of the issuer's outstanding common stock. The R

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