

WINTRUST FINANCIAL CORP

Form 13F-HR

November 12, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for Calendar Year or Quarter ended: September 30, 2004

Check here if Amendment ( ) ; Amendment Number:  
This Amendment (Check only one.) ( ) is a restatement.  
( ) adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Wintrust Financial Corp.  
Address: 727 North Bank Lane  
Lake Forest, IL 60045

13F file number: 28-10582

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: James F. Duca  
Title: Executive Vice President  
Phone: 1-800-621-4477  
Signature, Place and Date of Signing:

/S/ James F. Duca Chicago, IL November 11, 2004

Report Type (Check only one.):

(x ) 13F HOLDINGS REPORT.  
( ) 13F NOTICE.  
( ) 13F COMBINATION REPORT

List of other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 463

Form 13F Information Table Value Total: \$862,750,000

List of Other Included Managers: None

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			FORM 13F INFORMATION TABLE					
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA	
NOKIA CORP ADR	sponsored adr	654902204	251	18284	SH	SOLE		
			212	15469	SH	DEFINED	01	
3M CO	com	88579Y101	2395	29946	SH	SOLE		
			3937	49227	SH	DEFINED	01	
			32	400	SH	OTHER	01	
ABBOTT LABORATORIES	com	002824100	3247	76655	SH	SOLE		
			2163	51064	SH	DEFINED	01	
			93	2200	SH	OTHER	01	
ACTIVISION INC NEW	com	004930202	209	15070	SH	DEFINED	01	
ADOBE SYSTEMS	com	00724F101	480	9707	SH	SOLE		
			1438	29060	SH	DEFINED	01	
			20	400	SH	OTHER	01	
AETNA	com	00817Y108	305	3050	SH	SOLE		
			68	685	SH	DEFINED	01	
AFLAC	com	001055102	693	17680	SH	SOLE		
			2615	66698	SH	DEFINED	01	
			12	300	SH	OTHER	01	
ALBERTO CULVER CO CL B CONV	com	013068101	732	16829	SH	DEFINED	01	
ALCOA INC.	com	013817101	203	6044	SH	SOLE		
			77	2290	SH	DEFINED	01	
ALLSTATE CORP.	com	020002101	353	7349	SH	DEFINED	01	
ALLTEL	com	020039103	1231	22420	SH	SOLE		
			2212	40277	SH	DEFINED	01	
ALTRIA GROUP INC F/K/A PHILLIP	com	02209S103	206	4375	SH	SOLE		
			469	9973	SH	DEFINED	01	
AMBAC FINANCIAL GROUP	com	023139108	1519	19001	SH	SOLE		
			1332	16660	SH	DEFINED	01	
			20	250	SH	OTHER	01	
AMERICAN EXPRESS	com	025816109	1632	31709	SH	SOLE		
			1992	38701	SH	DEFINED	01	
			10	200	SH	OTHER	01	
AMERICAN INTERNATIONAL GROUP I	com	026874107	4398	64685	SH	SOLE		
			5558	81742	SH	DEFINED	01	
			44	650	SH	OTHER	01	
AMERICAN ITALIAN PASTA CO CL A	com	027070101	3723	142386	SH	DEFINED	01	
AMERIGAS PARTNERS LP	com	030975106	9	300	SH	SOLE		
			205	6950	SH	DEFINED		
AMGEN INC	com	031162100	2739	48215	SH	SOLE		
			3311	58277	SH	DEFINED	01	
			23	400	SH	OTHER	01	
AMSOUTH BANCORPORATION	com	032165102	201	8230	SH	DEFINED	01	
ANALOG DEVICES	com	032654105	380	9805	SH	SOLE		
			14	355	SH	DEFINED		
ANHEUSER BUSCH	com	035229103	228	4565	SH	SOLE		
			373	7475	SH	DEFINED	01	
ANTHEM INC	com	03674b104	694	7950	SH	SOLE		
			1426	16345	SH	DEFINED	01	
			17	200	SH	OTHER	01	
APACHE	com	037411105	1796	35847	SH	SOLE		
			2832	56509	SH	DEFINED	01	
APPLIED MATERIALS	com	038222105	784	47535	SH	SOLE		
			12825	777773	SH	DEFINED	01	
AUTOMATIC DATA PROCESSING	com	053015103	74	1800	SH	SOLE		
			577	13975	SH	DEFINED	01	

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AVERY DENNISON	com	053611109	1055	16035	SH	SOLE
			16739	254476	SH	DEFINED 01
BALL CORP	com	058498106	741	19800	SH	DEFINED 01
BANK OF AMERICA	com	060505104	634	14636	SH	SOLE
			1221	28178	SH	DEFINED 01
BARD (C.R.) INC	com	067383109	400	7070	SH	DEFINED 01
BAXTER INTERNATIONAL INC	com	071813109	232	7211	SH	SOLE
			208	6482	SH	DEFINED 01
BELLSOUTH	com	079860102	313	11527	SH	SOLE
			741	27331	SH	DEFINED 01
BERKSHIRE HATHAWAY INC CL B	com		1335	465	SH	SOLE
			172	60	SH	DEFINED 01
BIOMET	com	090613100	21	450	SH	SOLE
			8597	183390	SH	DEFINED 01
			14	300	SH	OTHER 01
BJ SERVICES COMPANY	com	055482103	16	300	SH	SOLE
			9374	178861	SH	DEFINED 01
BORDERS GROUP INC	com	099709107	12158	490225	SH	DEFINED 01
BP PLC	com	055622104	2177	37840	SH	SOLE
			3061	53204	SH	DEFINED 01
			122	2116	SH	OTHER 01
BRISTOL MYERS SQUIBB	com	110122108	912	38521	SH	SOLE
			554	23402	SH	DEFINED 01
			19	800	SH	OTHER 01
BURLINGTON RESOURCES	com	122014103	650	15920	SH	DEFINED 01
CAPITAL ONE FINANCIAL	com	14040H105	314	4250	SH	SOLE
			10775	145807	SH	DEFINED 01
CARBO CERAMICS INC	com	140781105	1540	21351	SH	DEFINED 01
CARDINAL HEALTH	com	14149Y108	362	8275	SH	SOLE
			10124	231290	SH	DEFINED 01
CAREMARK RX INC.	com	141705103	362	11300	SH	SOLE
			40	1255	SH	DEFINED 01
CATERPILLAR TRACTOR CO	com	149123101	219	2720	SH	SOLE
			123	1527	SH	DEFINED 01
CENTURYTEL	com	156700106	540	15775	SH	SOLE
			1972	57605	SH	DEFINED 01
CHARLES SCHWAB CORP NEW	com	808513105	166	18050	SH	DEFINED 01
CHEVRONTEXACO	com	166764100	2171	40466	SH	SOLE
			2229	41554	SH	DEFINED 01
			21	400	SH	OTHER 01
CINCINNATI FINANCIAL CORP	com	172062101	1071	25986	SH	SOLE
			7520	182439	SH	DEFINED 01
CINTAS	com	172908105	412	9800	SH	SOLE
			11987	285145	SH	DEFINED 01
			4	100	SH	OTHER 01
CISCO SYSTEMS	com	17275R102	2264	125109	SH	SOLE
			4409	243595	SH	DEFINED 01
			11	600	SH	OTHER 01
CITIGROUP	com	172967101	5322	120619	SH	SOLE
			6388	144795	SH	DEFINED 01
			4	100	SH	OTHER 01
CLEAR CHANNEL COMMUNICATIONS	com	184502102	1113	35710	SH	SOLE
			972	31170	SH	DEFINED 01
			3	100	SH	OTHER 01
CLOROX	com	189054109	32	600	SH	SOLE
			8845	165941	SH	DEFINED 01
COCA COLA	com	191216100	149	3716	SH	SOLE
			1305	32580	SH	DEFINED 01
			20	500	SH	OTHER 01
COLGATE PALMOLIVE	com	194162103	446	9865	SH	SOLE
			2061	45617	SH	DEFINED 01
COMCAST CORP NEW CL A	com	20030N101	937	33183	SH	SOLE

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			472	16728	SH	DEFINED	01
CONOCOPHILLIPS	com	20825C104	1728	20858	SH	SOLE	
			3032	36597	SH	DEFINED	01
COOPER COMPANIES INC	com	216648402	930	13573	SH	SOLE	
			20325	296502	SH	DEFINED	01
CORNING INC.	com	219350105	139	12544	SH	DEFINED	01
CORUS BANKSHARES INC	com	220873103	362	8400	SH	SOLE	
CUNO INC	com	126583103	29	500	SH	SOLE	
			895	15492	SH	DEFINED	01
CVS	com	126650100	9413	223430	SH	DEFINED	01
DATASCOPE CORP.	com	238113104	1119	30000	SH	DEFINED	01
DELL INC	com	24702R101	1854	52071	SH	SOLE	
			2649	74422	SH	DEFINED	01
			7	200	SH	OTHER	01
DEVRY	com	251893103	207	10000	SH	SOLE	
			6305	304438	SH	DEFINED	01
DIEBOLD	com	253651103	283	6068	SH	SOLE	
			30	650	SH	DEFINED	01
DISNEY (WALT) COMPANY	com	254687106	514	22781	SH	SOLE	
			271	12032	SH	DEFINED	01
DNP SELECT INCOME FD INC	com	23325P104	2801	249432	SH	SOLE	
			1415	126018	SH	DEFINED	01
			11	1000	SH	OTHER	01
DONNELLEY (R.R.) SONS	com	257867101	196	6262	SH	SOLE	
			40	1290	SH	DEFINED	01
DOW CHEMICAL CO	com	260543103	1074	23771	SH	SOLE	
			680	15044	SH	DEFINED	01
DUKE POWER	com	264399106	173	7573	SH	SOLE	
			132	5768	SH	DEFINED	01
E I DUPONT DE NEMOURS & CO	com	263534109	272	6344	SH	SOLE	
			502	11735	SH	DEFINED	01
E.W. SCRIPPS CO (THE)	com	811054204	463	9700	SH	SOLE	
			1574	32934	SH	DEFINED	01
ECOLAB	com	278865100	784	24935	SH	SOLE	
			1876	59665	SH	DEFINED	01
			6	200	SH	OTHER	01
ELI LILLY & CO	com	532457108	929	15478	SH	SOLE	
			2039	33955	SH	DEFINED	01
EMC CORPORATION	com	268648102	192	16625	SH	SOLE	
			183	15842	SH	DEFINED	01
EMERSON ELECTRIC	com	291011104	406	6566	SH	SOLE	
			865	13972	SH	DEFINED	01
ENSCO INTERNATIONAL	com	26874Q100	340	10405	SH	SOLE	
			5	140	SH	DEFINED	
EXELON CORP	com	30161N101	199	5430	SH	SOLE	
			452	12323	SH	DEFINED	01
EXXON MOBIL CORP	com	30231G102	6336	131100	SH	SOLE	
			10913	225805	SH	DEFINED	01
			80	1656	SH	OTHER	01
FANNIE MAE	com	313586109	493	7771	SH	SOLE	
			288	4540	SH	DEFINED	01
FASTENAL CO.	com	311900104	14	250	SH	SOLE	
			18832	326943	SH	DEFINED	01
FEDEX	com	31428X106	1206	14072	SH	SOLE	
			2838	33122	SH	DEFINED	01
			17	200	SH	OTHER	01
FIFTH THIRD BANCORP	com	316773100	237	4822	SH	SOLE	
			253	5136	SH	DEFINED	01
FIRST DATA	com	319963104	535	12308	SH	SOLE	
			18	407	SH	DEFINED	01
FIRST HORIZON PHARMACEUTICAL C	com	32051k106	604	30200	SH	DEFINED	
FISERV	com	337738108	701	20100	SH	SOLE	

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			10193	292390	SH	DEFINED	01
FISHER SCIENTIFIC INTERNATIONAL	com	338032204	11930	204522	SH	DEFINED	01
FORTUNE BRANDS INC	com	349631101	292	3944	SH	DEFINED	01
FPL GROUP	com	302571104	1673	24493	SH	SOLE	
			1919	28091	SH	DEFINED	01
			14	200	SH	OTHER	01
FREDDIE MAC	com	313400301	576	8825	SH	SOLE	
			1544	23667	SH	DEFINED	01
GANNETT	com	364730101	133	1586	SH	SOLE	
			1753	20925	SH	DEFINED	01
GAP	com	364760108	213	11423	SH	DEFINED	01
GENERAL DYNAMICS	com	369550108	1164	11403	SH	SOLE	
			57	556	SH	DEFINED	
GENERAL ELECTRIC CO	com	369604103	6918	206003	SH	SOLE	
			13267	395096	SH	DEFINED	01
			57	1700	SH	OTHER	01
GENERAL MILLS	com	370334104	340	7568	SH	SOLE	
			110	2457	SH	DEFINED	01
GENTEX CORP	com	371901109	7209	205203	SH	DEFINED	01
GENZYME GENERAL	com	372917104	539	9900	SH	SOLE	
			39	725	SH	DEFINED	01
GETTY IMAGES INC	com	374276103	33	600	SH	SOLE	
			4177	75531	SH	DEFINED	01
GILLETTE CO	com	375766102	190	4552	SH	SOLE	
			453	10846	SH	DEFINED	01
			13	300	SH	OTHER	01
GOLDMAN SACHS GROUP INC	com	38141g104	20	215	SH	SOLE	
			1098	11780	SH	DEFINED	01
GUIDANT CORP	com	401698105	258	3900	SH	SOLE	
			8309	125822	SH	DEFINED	01
H & R BLOCK	com	093671105	12862	260250	SH	DEFINED	01
HARLEY DAVIDSON	com	412822108	1781	29960	SH	SOLE	
			4193	70545	SH	DEFINED	01
			24	400	SH	OTHER	01
HEALTH MANAGEMENT ASSOCIATES	com	421933102	20	1000	SH	SOLE	
			11668	571104	SH	DEFINED	01
HEWLETT PACKARD	com	428236103	407	21732	SH	SOLE	
			192	10247	SH	DEFINED	01
HOME DEPOT	com	437076102	2077	52972	SH	SOLE	
			4503	114883	SH	DEFINED	01
			20	500	SH	OTHER	01
HONEYWELL INTERNATIONAL	com	438516106	606	16905	SH	SOLE	
			43	1196	SH	DEFINED	01
HOSPIRA INC	com	441060100	177	5797	SH	SOLE	
			89	2923	SH	DEFINED	01
IDEX CORP	com	45167R104	6879	202550	SH	DEFINED	01
ILLINOIS TOOL WORKS	com	452308109	763	8190	SH	SOLE	
			10903	117020	SH	DEFINED	01
INTEL	com	458140100	1895	94477	SH	SOLE	
			4613	229975	SH	DEFINED	01
			10	500	SH	OTHER	01
INTERNATIONAL BUSINESS MACHINE	com	459200101	2242	26153	SH	SOLE	
			4105	47874	SH	DEFINED	01
			17	200	SH	OTHER	01
INTERPUBLIC GROUP OF COS INC.	com	460690100	3865	365000	SH	DEFINED	01
INVESTORS FINANCIAL	com	461915100	5	100	SH	SOLE	
			975	21598	SH	DEFINED	01
JABIL CIRCUIT INC	com	466313103	244	10600	SH	SOLE	
JOHNSON & JOHNSON	com	478160104	2361	41908	SH	SOLE	
			5843	103721	SH	DEFINED	01
			56	1000	SH	OTHER	01
JP MORGAN CHASE	com	46625H100	1494	37600	SH	SOLE	

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			918	23108	SH	DEFINED	01
KIMBERLY CLARK	com	494368103	258	3989	SH	SOLE	
			501	7751	SH	DEFINED	01
KOHL'S CORP	com	500255104	1026	21298	SH	SOLE	
			5424	112548	SH	DEFINED	01
KRONOS INC	com	501052104	18	400	SH	SOLE	
			15260	344549	SH	DEFINED	01
LA-Z-BOY INC	com	505336107	759	50000	SH	DEFINED	01
LANDSTAR SYSTEMS INC	com	515098101	873	14870	SH	DEFINED	01
LEGGETT & PLATT	com	524660107	202	7200	SH	SOLE	
			4	150	SH	DEFINED	
LEXMARK INTERNATIONAL	com	529771107	731	8705	SH	SOLE	
			2202	26215	SH	DEFINED	01
LIBERTY MEDIA SER A	com	530718105	8	924	SH	SOLE	
			152	17416	SH	DEFINED	01
LOCKHEED MARTIN	com	539830109	425	7624	SH	SOLE	
			2678	48005	SH	DEFINED	01
LOWES COMPANIES	com	548661107	1259	23170	SH	SOLE	
			2561	47125	SH	DEFINED	01
MARATHON OIL CORP	com	565849106	260	6306	SH	SOLE	
			29	700	SH	DEFINED	
MARSHALL & ILSLEY CORP	com	571834100	4	100	SH	SOLE	
			290	7200	SH	DEFINED	01
MBNA	com	55262L100	3090	122606	SH	SOLE	
			2922	115946	SH	DEFINED	01
			68	2687	SH	OTHER	01
MCCORMICK & CO INC	com	579780206	910	26510	SH	SOLE	
			15121	440340	SH	DEFINED	01
			14	400	SH	OTHER	01
MCDONALD'S CORP	com	580135101	344	12265	SH	SOLE	
			173	6185	SH	DEFINED	01
MCGRAW-HILL COMPANIES	com	580645109	390	4900	SH	SOLE	
			196	2465	SH	DEFINED	01
MEDTRONIC INC	com	585055106	1963	37824	SH	SOLE	
			2468	47560	SH	DEFINED	01
			26	500	SH	OTHER	01
MELLON FINANCIAL	com	58551A108	476	17185	SH	SOLE	
			1713	61866	SH	DEFINED	01
			8	300	SH	OTHER	01
MERCK & CO INC	com	589331107	801	24278	SH	SOLE	
			1128	34167	SH	DEFINED	01
			40	1200	SH	OTHER	01
MERCURY GENL CORP NEW	com	589400100	844	15950	SH	SOLE	
MERRILL LYNCH & CO	com	590188108	402	8078	SH	SOLE	
			176	3531	SH	DEFINED	01
MGIC INVESTMENT CORPORATION	com	552848103	206	3100	SH	SOLE	
MICROSOFT	com	594918104	3613	130672	SH	SOLE	
			6413	231930	SH	DEFINED	01
			36	1300	SH	OTHER	01
MOLEX INC-CL A	com	608554200	665	25270	SH	SOLE	
			8240	313065	SH	DEFINED	01
			13	500	SH	OTHER	01
MOLEX INC.	com	608554101	447	14982	SH	SOLE	
			70	2348	SH	DEFINED	
MORGAN STANLEY	com	617446448	220	4459	SH	DEFINED	01
NATIONAL INSTRUMENTS CORP	com	636518102	2559	84525	SH	DEFINED	01
NESTLE SA-SPONSORED ADR REPSTG	com	641069406	309	5400	SH	DEFINED	01
NICOR INC	com	654086107	360	9800	SH	DEFINED	01
NIKE, INC CL B	com	654106103	351	4450	SH	SOLE	
NISOURCE	com	65473P105	475	22608	SH	SOLE	
			42	2000	SH	DEFINED	
NOBLE DRILLING CORP	com	655042109	375	8350	SH	SOLE	

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NORTHERN STATES FINANCIAL CORP	com	665751103	334	12000	SH	SOLE
NORTHERN TRUST	com	665859104	712	17460	SH	SOLE
			8311	203699	SH	DEFINED 01
			8	200	SH	OTHER 01
OLD REPUBLIC INTERNATIONAL	com	680223104	454	18125	SH	SOLE
			11251	449485	SH	DEFINED 01
ORACLE	com	68389X105	422	37451	SH	SOLE
			532	47125	SH	DEFINED 01
PACTIV CORP	com	695257105	1053	45290	SH	SOLE
			11104	477605	SH	DEFINED 01
			14	600	SH	OTHER 01
PATTERSON COMPANIES INC	com	703395103	1044	13635	SH	SOLE
			19814	258798	SH	DEFINED 01
PAYCHEX, INC	com	704326107	15	500	SH	SOLE
			1242	41196	SH	DEFINED 01
PENNEY (J.C.) CO	com	708160106	273	7728	SH	SOLE
PEPSICO	com	713448108	4301	88398	SH	SOLE
			6668	137050	SH	DEFINED 01
			15	300	SH	OTHER 01
PFIZER	com	717081103	5325	174032	SH	SOLE
			6767	221133	SH	DEFINED 01
			57	1850	SH	OTHER 01
PHOTRONIC INC	com	719405102	6861	412825	SH	DEFINED 01
PINNACLE ENTERTAINMENT INC	com	723456109	138	10000	SH	SOLE
PROCTOR & GAMBLE	com	742718109	771	14240	SH	SOLE
			1885	34835	SH	DEFINED 01
			32	600	SH	OTHER 01
PROGRESSIVE CORP OHIO	com	743315103	254	3000	SH	SOLE
PRUDENTIAL FINANCIAL INC.	com		297	6319	SH	SOLE
			0	1	SH	DEFINED 01
QUALCOMM	com	747525103	1679	42996	SH	SOLE
			23852	610970	SH	DEFINED 01
			16	400	SH	OTHER 01
QUEST DIAGNOSTICS	com	74834L100	1782	20202	SH	SOLE
			1537	17419	SH	DEFINED 01
			18	200	SH	OTHER 01
REGAL-BELOIT CORP.	com	758750103	4874	201500	SH	DEFINED 01
ROYAL CARIBBEAN CRUISES LTD	com	V7780T103	13318	305450	SH	DEFINED 01
ROYAL DUTCH PETROLEUM	com	780257804	908	17600	SH	SOLE
			653	12649	SH	DEFINED 01
			83	1600	SH	OTHER 01
RPM INTL CORP	com	749685103	8698	492808	SH	DEFINED 01
SARA LEE	com	803111103	193	8430	SH	SOLE
			153	6700	SH	DEFINED 01
SBC COMMUNICATIONS	com	78387G103	979	37725	SH	SOLE
			2331	89816	SH	DEFINED 01
SCHERING PLOUGH	com	806605101	462	24220	SH	SOLE
			93	4900	SH	DEFINED 01
SCHLUMBERGER	com	806857108	266	3955	SH	SOLE
			1170	17375	SH	DEFINED 01
SERVICEMASTER CO	com	81760N109	205	15913	SH	SOLE
			11	866	SH	DEFINED
SHUFFLE MASTER INC	com	825549108	562	15000	SH	SOLE
SMURFIT-STONE CONTAINER	com	832727101	420	21700	SH	SOLE
			14	700	SH	DEFINED
SONOCO PRODUCTS	com	835495102	6253	236500	SH	DEFINED 01
SOUTHERN COMPANY	com	842587107	656	21871	SH	SOLE
			340	11350	SH	DEFINED 01
SOUTHWEST BANCORPORATION OF TE	com	84476r109	322	16000	SH	DEFINED
SPRINT CORP.	com	852061100	268	13300	SH	SOLE
			37	1848	SH	DEFINED 01
STARBUCKS CORP	com	855244109	1108	24367	SH	SOLE

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			3351	73722	SH	DEFINED	01
			9	200	SH	OTHER	01
STATE STREET	com	857477103	224	5240	SH	DEFINED	01
STERICYCLE	com	858912108	28	600	SH	SOLE	
			1885	41058	SH	DEFINED	01
STERIS CORP	com	859152100	1316	60000	SH	DEFINED	01
STRYKER	com	863667101	1784	37106	SH	SOLE	
			3069	63832	SH	DEFINED	01
			14	300	SH	OTHER	01
SUN MICROSYSTEMS	com	866810104	18	4335	SH	SOLE	
			60	14957	SH	DEFINED	01
SUNGARD DATA SYSTEMS	com	867363103	897	37750	SH	SOLE	
			1608	67653	SH	DEFINED	01
SYSCO	com	871829107	463	15463	SH	SOLE	
			1682	56225	SH	DEFINED	01
TARGET	com	87612E106	2452	54196	SH	SOLE	
			2056	45441	SH	DEFINED	01
TCF FINANCIAL CORP	com	872275102	463	15300	SH	SOLE	
			12248	404356	SH	DEFINED	01
TEXAS INSTRUMENTS	com	882508104	408	19150	SH	SOLE	
			78	3675	SH	DEFINED	01
TEXTRON	com	883203101	742	11550	SH	SOLE	
			90	1400	SH	DEFINED	01
THE ST PAUL TRAVELERS COMPANIE	com	792860108	693	20956	SH	SOLE	
			4	112	SH	DEFINED	01
THERMO ELECTRON CORP	com	883556102	235	8700	SH	SOLE	
			2	60	SH	DEFINED	
THERMO TECH TECHNOLOGIES INC	com		0	65140	SH	SOLE	
TIME WARNER INC NEW	com	887317105	282	17477	SH	SOLE	
			715	44312	SH	DEFINED	01
TRACTOR SUPPLY	com	892356106	22	700	SH	SOLE	
			4560	145054	SH	DEFINED	01
TRIBUNE	com	896047107	1105	26841	SH	SOLE	
			1891	45950	SH	DEFINED	01
			28	670	SH	OTHER	01
TXU CORP	com	873168108	421	8780	SH	SOLE	
			77	1610	SH	DEFINED	01
UCBH HOLDINGS	com	90262T308	281	7200	SH	DEFINED	
UNILEVER PLC - SPONSORED ADR	com	904767704	203	6157	SH	DEFINED	01
UNITED HEALTHCARE CORP	com	91324P102	1295	17564	SH	SOLE	
			286	3880	SH	DEFINED	01
UNITED PARCEL SERVICE	com	911312106	415	5464	SH	SOLE	
			419	5517	SH	DEFINED	01
UNITED TECHNOLOGIES	com	913017109	1582	16943	SH	SOLE	
			784	8400	SH	DEFINED	01
US BANCORP	com	902973304	1545	53470	SH	SOLE	
			528	18287	SH	DEFINED	01
VERIZON COMMUNICATIONS	com	92343V104	553	14032	SH	SOLE	
			1773	45015	SH	DEFINED	01
			71	1811	SH	OTHER	01
VIACOM CL B	com	925524308	182	5432	SH	SOLE	
			26	775	SH	DEFINED	
WACHOVIA CORP 2ND NEW	com	929903102	321	6828	SH	SOLE	
			240	5110	SH	DEFINED	01
WAL-MART STORES	com	931142103	2930	55077	SH	SOLE	
			4634	87111	SH	DEFINED	01
			21	400	SH	OTHER	01
WALGREEN	com	931422109	4321	120585	SH	SOLE	
			7647	213432	SH	DEFINED	01
			14	400	SH	OTHER	01
WASHINGTON MUTUAL	com	939322103	350	8956	SH	SOLE	
			344	8795	SH	DEFINED	01

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WASHINGTON POST CO CLASS B	com	939640108	368	400	SH	DEFINED	01
WELLS FARGO	com	949746101	2655	44530	SH	SOLE	
			5472	91772	SH	DEFINED	01
			24	400	SH	OTHER	01
WESTERN WIRELESS CORP - CLASS	com	95988e204	2841	110500	SH	DEFINED	01
WEYERHAEUSER CO	com	962166104	602	9050	SH	DEFINED	01
WGL HOLDINGS INC	com	92924f106	367	13000	SH	DEFINED	01
WHOLE FOOD MARKET INC	com	966837106	1438	16758	SH	SOLE	
			4212	49096	SH	DEFINED	01
			26	300	SH	OTHER	01
WINTRUST FINANCIAL	com	97650W108	4032	70390	SH	SOLE	
			1630	28458	SH	DEFINED	01
WRIGLEY	com	982526105	222	3500	SH	DEFINED	
WYETH	com	983024100	1118	29881	SH	SOLE	
			3161	84519	SH	DEFINED	01
XL CAPITAL LTD CL A	com	G98255105	222	3000	SH	SOLE	
ZEBRA TECHNOLOGIES CORP CL A	com	989207105	414	6787	SH	SOLE	
			1222	20022	SH	DEFINED	01
ZIMMER HOLDINGS	com	98956P102	726	9189	SH	SOLE	
			66	835	SH	DEFINED	01
ISHARES RUSSELL 1000 VALUE FUN	com	464287598	25	420	SH	SOLE	
			1300	21467	SH	DEFINED	01
ISHARES RUSSELL 3000 INDEX FD	com	464287689	510	8064	SH	DEFINED	01
			439	6945	SH	OTHER	01
ISHARES RUSSELL MID-CAP VALUE	com	464287473	537	5378	SH	DEFINED	01
ISHARES TR FUNDS-SMALL CAP 600	com	464287887	20	210	SH	SOLE	
			181	1921	SH	DEFINED	01
ISHARES TR FUNDS-SMALL CAP 600	com	464287879	343	3139	SH	DEFINED	01
ISHARES TR MSCI EAFE INDEX FD	com	464287465	1142	8076	SH	DEFINED	01
ISHARES TR-S&P MIDCAP 400 INDE	com	464287507	871	7333	SH	DEFINED	01
ISHARES TR-S&P SMALLCAP 600 IN	com	464287804	617	4275	SH	DEFINED	01
ISHARES TRUST S&P MIDCAP 400/B	com	464287705	999	8669	SH	DEFINED	01
ISHARES TRUST S&P MIDCAPY 400/	com	464287606	29	240	SH	SOLE	
			701	5836	SH	DEFINED	01
S&P DEPOSITORY RECEIPTS-SPDR	com	78462F103	293	2620	SH	DEFINED	01
			181	1620	SH	OTHER	01
STANDARD & POORS MIDCAP 400 DE	com	595635103	225	2080	SH	DEFINED	01