Edgar Filing: DUCA JAMES F - Form 4

DUCA JAME	ES F										
Form 4 February 24, 1	2005										
FORM	Л									PPROVAL	
	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check this if no longe subject to Section 16 Form 4 or	er STATE 5.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 200 Estimated average burden hours per response 0.	
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 1' ction	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									
	dress of Reportir	ng Person <u>*</u>	2. Issuer	Name and	Ticker or 7	Fradin	g	5. Relationship o	f Reporting Per	son(s) to	
DUCA JAMES F			2. Issuer Name and Ticker or Trading Symbol WINTRUST FINANCIAL CORP [(WTFC)]					Issuer (Check all applicable)			
(M				3. Date of Earliest Transaction (Month/Day/Year) 02/22/2005				Director 10% Owner Officer (give title Other (specify below) below) Executive Vice President			
				mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
WILMETTE	, IL 60091								More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if 'Day/Year)	 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5))	SecuritiesIBeneficially0OwnedIFollowing0Reported1	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/22/2005			М	220	А	\$0	3,479	D		
Common Stock								394	Ι	by 401(k) Plan	

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 (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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	02/22/2005		М	220	<u>(1)</u>	03/09/2005	Common Stock	220	

Reporting Owners

Reporting Owner Name / Address	dress Relationships						
	Director	10% Owner	Officer	Other			
DUCA JAMES F 921 GREENLEAF AVENUE WILMETTE, IL 60091			Executive Vice President				
Signatures							
/s/ David A. Dykstra, Attorney-in-Fact	02/24/2005						
**Signature of Reporting Person		Date					
Evaluation of Decreases							

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) Restricted Stock Units granted under the Company's Stock Incentive Plan Shares become fully vested one year from the date of grant and will be converted into unrestricted shares of Common Stock within 40 days subsequent to the vesting date.

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.