

BOWDEN LLOYD M
Form 4
February 14, 2006

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 *
BOWDEN LLOYD M

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)
2671 OAK RAIL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

NEW LENOX, IL 60451

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 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	02/10/2006		M		10,882	A \$ 7.58	0	D
Common Stock	02/10/2006		M		6,787	A \$ 9.3933	0	D
Common Stock	02/10/2006		M		5,806	A \$ 9.6867	0	D
Common Stock	02/10/2006		M		4,528	A \$ 8.28	0	D
Common Stock	02/10/2006		S		13,000	D \$ 52.083	41,787	D

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.58	02/10/2006		M		10,882		12/31/2000	03/11/2006	Common Stock	10,882
Non-Qualified Stock Option (right to buy)	\$ 8.28	02/10/2006		M		4,528		12/31/2000	04/01/2006	Common Stock	4,528
Non-Qualified Stock Option (right to buy)	\$ 9.3933	02/10/2006		M		6,787		12/31/1999	04/01/2006	Common Stock	6,787
Non-Qualified Stock Option (right to buy)	\$ 9.6867	02/10/2006		M		5,806		12/31/2000	04/01/2006	Common Stock	5,806

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOWDEN LLOYD M 2671 OAK RAIL DRIVE NEW LENOX, IL 60451	Executive Vice President

Signatures

/s/ David A. Dykstra,
Attorney-in-Fact 02/13/2006

__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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