WINTRUST FINANCIAL CORP
Form PRE 14A
April 09, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant þ
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Check the appropriate box:
þ Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

Wintrust Financial Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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2) Aggregate number of securities to which transaction applies: N/A

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A

4) Proposed maximum aggregate value of transaction: N/A

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1) Amount Previously Paid: N/A

2) Form, Schedule or Registration Statement No.: N/A

3) Filing Party: N/A

4) Date Filed: N/A

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WINTRUST FINANCIAL CORPORATION

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 28, 2009**

To the Shareholders of Wintrust Financial Corporation:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Wintrust Financial Corporation to be held at the Deer Path Inn, 255 East Illinois Road, Lake Forest, IL 60045, on Thursday, May 28, 2009, at 10:00 a.m. local time, for the following purposes:

1. To elect thirteen directors to hold office until the 2010 Annual Meeting of Shareholders;

2. To consider a proposal to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000;

3. To consider a proposal to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events;

4. To consider an advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in the Company s accompanying proxy statement for the 2009 Annual Meeting of Shareholders;

5. To ratify the appointment of Ernst & Young LLP to serve as the independent registered public accounting firm for the year 2009; and

6. To transact such other business as may properly come before the meeting and any adjournment thereof.

The Record Date for determining shareholders entitled to notice of, and to vote at, the Annual Meeting is the close of business on April, 2, 2009. We encourage you to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting, we urge you to vote by either completing your proxy card and returning it in the enclosed postage-paid envelope or by Internet or telephone voting. The instructions printed on your proxy card describe how to use these convenient services.

One of our current directors, Allan E. Bulley, Jr., is not standing for re-election this year due to the Company s policy that a director retire at the Annual Meeting following his or her 76th birthday. Mr. Bulley has been a valued member of our board, and I ask that you join me in thanking him for his service to our Company.

By order of the Board of Directors,

David A. Dykstra
Secretary

April [ ], 2009

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, IT IS IMPORTANT THAT YOU VOTE BY ONE OF THE METHODS NOTED ABOVE.

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WINTRUST FINANCIAL CORPORATION
727 North Bank Lane
Lake Forest, Illinois 60045

PROXY STATEMENT
FOR THE 2009 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD THURSDAY, MAY 28, 2009

These proxy materials are furnished in connection with the solicitation by the Board of Directors (the Board with individual members of the Board being referred to herein as a Director) of Wintrust Financial Corporation, an Illinois corporation (Wintrust or the Company), of proxies to be used at the 2009 Annual Meeting of Shareholders of the Company and at any adjournment of such meeting (the Annual Meeting). This proxy statement (this Proxy Statement), together with the Notice of Annual Meeting and proxy card, is first being mailed to shareholders on or about April [ ], 2009.

ABOUT THE MEETING

What is the purpose of the Annual Meeting?

At the Annual Meeting, shareholders will act upon the matters described in the Notice of Annual Meeting that accompanies this Proxy Statement, including the election of thirteen Directors, a proposal to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000, a proposal to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events, an advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in this proxy statement, and the ratification of the Audit Committee s selection of Ernst & Young LLP as Wintrust s independent registered public accounting firm for 2009.

Who may vote at the Annual Meeting?

Only record holders of the Company s common stock as of the close of business on April 2, 2009 (the Record Date), will be entitled to vote at the meeting. On the Record Date, the Company had outstanding 23,910,170 shares of common stock. Each outstanding share of common stock entitles the holder to one vote.

What constitutes a quorum?

The Annual Meeting will be held only if a quorum is present. A quorum will be present if a majority of the shares of Company common stock issued and outstanding on the Record Date are represented, in person or by proxy, at the Annual Meeting. Shares represented by properly completed proxy cards either marked abstain or withhold authority, or returned without voting instructions are counted as present for the purpose of determining whether a quorum is present at the Annual Meeting. Also, if shares are held by brokers who are prohibited from exercising discretionary authority for beneficial owners who have not given voting instructions (broker non-votes), those shares will be counted as present for the purpose of determining whether a quorum is present at the Annual Meeting.

How do I submit my vote?

If you are a shareholder of record, you can vote by:

- attending the Annual Meeting;
- signing, dating and mailing in your proxy card;
- using your telephone, according to the instructions on your proxy card; or
- visiting www.illinoisstocktransfer.com, clicking on Internet Voting and following the instructions on the screen.

The deadline for voting by telephone or on the Internet is 11:59 p.m. Central Time on May 26, 2009.

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What do I do if I hold my shares through a broker, bank or other nominee?

If you hold your shares through a broker, bank or other nominee, that institution will instruct you as to how your shares may be voted by proxy, including whether telephone or Internet voting options are available. If you hold your shares through a broker, bank or other nominee and would like to vote in person at the Annual Meeting, you must first obtain a proxy issued in your name from the institution that holds your shares.

Can I change my vote after I return my proxy card?

Yes. If you are a shareholder of record, you may change your vote by:

- voting in person by ballot at the Annual Meeting;
- returning a later-dated proxy card;
- entering a new vote by telephone or on the Internet; or
- delivering written notice of revocation to the Company s Secretary by mail at 727 North Bank Lane, Lake Forest, IL 60045.

If you vote other than by phone or Internet, you may change your vote at any time before the actual vote. If you vote by phone or Internet, you may change your vote if you do so prior to 11:59 p.m. Central Time on May 26, 2009. If you hold your shares through an institution, that institution will instruct you as to how your vote may be changed.

Who will count the votes?

The Company s tabulator, Illinois Stock Transfer Company, will count the votes.

Will my vote be kept confidential?

Yes. As a matter of policy, shareholder proxies, ballots and tabulations that identify individual shareholders are kept secret and are available only to the Company, its tabulator and inspectors of election, who are required to acknowledge their obligation to keep your votes confidential.

Who pays to prepare, mail and solicit the proxies?

The Company pays all of the costs of preparing, mailing and soliciting proxies. The Company asks brokers, banks, voting trustees and other nominees and fiduciaries to forward proxy materials to the beneficial owners and to obtain authority to execute proxies. The Company will reimburse the brokers, banks, voting trustees and other nominees and fiduciaries upon request. In addition to solicitation by mail, telephone, facsimile, Internet or personal contact by its officers and employees, the Company has retained the services of Morrow & Co., LLC, 470 West Avenue, Stamford, Connecticut 06902, to solicit proxies for a fee of $5,000 plus expenses.

What are my voting choices when voting for the election of Directors?

With respect to each Director nominee, shareholders may:

(a) Vote FOR (in favor of) such nominee; or

(b) WITHHOLD authority to vote for such nominee.

What are my voting choices when voting on the proposal to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000?

Shareholders may:

(a) Vote FOR the proposal;

(b) Vote AGAINST the proposal; or

(c) ABSTAIN from voting on the proposal.

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What are my voting choices when voting on the proposal to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events?

Shareholders may:

(a) Vote FOR the proposal;

(b) Vote AGAINST the proposal; or

(c) ABSTAIN from voting on the proposal.

What are my voting choices when voting on the advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in this proxy statement?

Shareholders may:

(a) Vote FOR the proposal;

(b) Vote AGAINST the proposal; or

(c) ABSTAIN from voting on the proposal.

What are my voting choices when voting on the ratification of the Audit Committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009?

Shareholders may:

(a) Vote FOR the ratification;

(b) Vote AGAINST the ratification; or

(c) ABSTAIN from voting on the ratification.

What are the Board s recommendations?

The Board recommends a vote:

FOR the election of the thirteen Director nominees;

FOR the proposal to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000;

FOR the proposal to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events;

FOR the advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in this proxy statement; and

FOR the ratification of the Audit Committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009.

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How will my shares be voted if I sign, date and return my proxy card?

If you sign, date and return your proxy card and indicate how you would like your shares voted, your shares will be voted as you have instructed. If you sign, date and return your proxy card but do not indicate how you would like your shares voted, your proxy will be voted:

FOR the election of the thirteen Director nominees;

FOR the proposal to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000;

FOR the proposal to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events;

FOR the advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in this proxy statement; and

FOR the ratification of the Audit Committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009.

With respect to any other business that may properly come before the meeting, or any adjournment of the meeting, that is submitted to a vote of the shareholders, including whether or not to adjourn the meeting, your shares will be voted in accordance with the best judgment of the persons voting the proxies.

How will broker non-votes be treated?

A broker non-vote occurs when a broker who holds its customer s shares in street name submits proxies for such shares, but indicates that it does not have authority to vote on a particular matter. Generally, this occurs when brokers have not received any instructions from their customers. In these cases, the brokers, as the holders of record, are permitted to vote on routine matters only, but not on other matters. In this proxy statement, brokers would be permitted to vote on the election of directors, the ratification of the appointment of Ernst & Young LLP and to vote on the advisory (non-binding) proposal approving the Company s executive compensation policies and procedures without receiving instructions from their customers, but not on the proposals to amend the Employee Stock Purchase Plan or to amend the 2007 Stock Incentive Plan as described in this proxy statement. We will treat broker non-votes as present to determine whether or not we have a quorum at the Annual Meeting, but they will not be treated as entitled to vote on the proposals, if any, for which the broker indicates it does not have discretionary authority.

What vote is required to elect Directors at the Annual Meeting?

Election as a Director of the Company requires that a nominee receive the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Accordingly, instructions to withhold authority will have the same effect as a vote against such nominee.

What vote is required to amend the Company s Employee Stock Purchase Plan to increase the number of shares that may be offered under the plan by 250,000?

The approval of the amendment to the ESPP requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Abstentions will have the same effect as a vote against the proposal.

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What vote is required to amend the Company s 2007 Stock Incentive Plan to (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the plan, (ii) modify the limitation on full value awards that may be offered under the plan, and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events?

The approval of the amendment to the 2007 Plan requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Abstentions will have the same effect as a vote against the proposal.

What vote is required to approve the advisory (non-binding) proposal approving the Company s executive compensation policies and procedures as described in this proxy statement?

The approval of the advisory (non-binding) proposal on executive compensation policies and procedures described in this proxy statement requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Abstentions will have the same effect as a vote against the proposal.

What vote is required to ratify the Audit Committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2009?

Ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2009 requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Abstentions will have the same effect as a vote against ratification.

What if other matters come up during the Annual Meeting?

If any matters other than those referred to in the Notice of Annual Meeting properly come before the Annual Meeting, the individuals named in the accompanying form of proxy will vote the proxies held by them in accordance with their best judgment. The Company is not aware of any business other than the items referred to in the Notice of Annual Meeting that may be considered at the Annual Meeting.

Your vote is important. Because many shareholders cannot personally attend the Annual Meeting, it is necessary that a large number be represented by proxy. Whether or not you plan to attend the meeting in person, prompt voting will be appreciated. Registered shareholders can vote their shares via the Internet or by using a toll-free telephone number. Instructions for using these convenient services are provided on the proxy card. Of course, you may still vote your shares on the proxy card. To do so, we ask that you complete, sign, date and return the enclosed proxy card promptly in the postage-paid envelope.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 28, 2009:

This Proxy Statement and the 2008 Annual Report on Form 10-K are Available at: http://materials.proxyvote.com/97650W

PROPOSAL NO. 1 ELECTION OF DIRECTORS

The Company s Board of Directors is comprised of 13 Directors, each serving a term that will expire at this year s Annual Meeting. At the Annual Meeting, you will elect 13 individuals to serve on the Board of Directors until the next Annual Meeting. The Board of Directors, acting pursuant to the recommendation of the Nominating and Corporate Governance Committee, has nominated each Director standing for election. All of the nominees currently serve as Directors, except for Mr. Perry. Each nominee has indicated a willingness to serve, and the Board of Directors has no reason to believe that any of the nominees will not be available for election. However, if any of the nominees is not available for election, proxies may be voted for the election of other persons selected by the Board of Directors. Proxies cannot, however, be voted for a greater number of persons than the number of nominees named. Shareholders of the Company have no cumulative voting rights with respect to the election of Directors.

The following sections set forth the names of the Director nominees, their ages, a brief description of their recent business experience, including present occupation and employment, certain directorships held by each, and the year in which they became Directors of the Company. Director positions in the Company s subsidiaries are included in the biographical information set forth below.

The Company s main operating subsidiaries include Advantage Bank, Barrington Bank, Beverly Bank, Crystal Lake Bank, First Insurance Funding, Hinsdale Bank, Lake Forest Bank, Libertyville Bank, North Shore Bank, Northbrook Bank, Old Plank Trail Community Bank, State Bank of The Lakes, St. Charles Bank, Tricom, Town Bank, Village Bank, Wayne Hummer Asset Management Company, Wayne Hummer Investments, Wayne Hummer Trust Company, Wheaton Bank, Wintrust Information Technology Services and Wintrust Mortgage Company.

Nominees to Serve as Directors until the 2010 Annual Meeting of Shareholders

Peter D. Crist (57), Director since 1996 Mr. Crist has served as the Company s Chairman since 2008. He is Chairman and Chief Executive Officer of Crist|Kolder Associates, an executive recruitment firm which focuses on CEO and director searches. From December 1999 to January 2003, Mr. Crist served as Vice Chairman of Korn/Ferry International (NYSE), the largest executive search firm in the world. Previously, he was President of Crist Partners, Ltd., an executive search firm he founded in 1995 and sold to Korn/Ferry International in 1999. Immediately prior thereto he was Co-Head of North America and the Managing Director of the Chicago office of Russell Reynolds Associates, Inc., the largest executive search firm in the Midwest, where he was employed for more than 18 years. He also serves as a director and chairman of the compensation committee of Northwestern Memorial Hospital. Mr. Crist is a Director of Hinsdale Bank.

Bruce K. Crowther (57), Director since 1998 Mr. Crowther has served as President and Chief Executive Officer of Northwest Community Healthcare, Northwest Community Hospital and certain of its affiliates since January 1992. Prior to that time he served as Executive Vice President and Chief Operating Officer from 1989 to 1991. He is a Fellow of the American College of Healthcare Executives. Mr. Crowther is the past Chairman of the board of directors of the Illinois Hospital Association as well as a member of the board of directors of the Max McGraw Wildlife Foundation. Mr. Crowther is a Director of Barrington Bank.

Joseph F. Damico (55), Director since 2005 Mr. Damico is founding partner and serves as an operating principal of RoundTable Healthcare Partners, an operating-oriented private equity firm focused on the healthcare industry. Mr. Damico has more than 30 years of healthcare industry operating experience, previously as Executive Vice President of Cardinal Health, Inc. and President & COO of Allegiance Corporation. Mr. Damico also held senior management positions at Baxter International Inc. and American Hospital Supply. Mr. Damico is the Chairman of the

Board of Ascent Healthcare Solutions, ACI Medical Devices, Inc., American Medical Instruments Holdings, Inc. and Instrumed. He is also a member of the board of directors of Bioniche Pharma, CorePharma Holdings, Inc., Excelsior Medical Inc., the College of Lake County Foundation, James Madison University, Lake Forest Hospital and Manor Care, Inc. Mr. Damico is an advisory Director of Libertyville Bank.

Bert A. Getz, Jr. (41), Director since 2001 Mr. Getz joined Globe Corporation in 1991 and serves as Director and Co-Chief Executive Officer. He is also President of Globe Development Corporation (wholly-owned real estate development subsidiary), an Officer and Director of Globe Management Company, and Chairman of the Investment Committee for Globe Investment Company, LP. Mr. Getz is also a director of HDO Productions Inc., a national tent

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rental and special events firm based in Northbrook, Illinois, IMS Companies, LLC, a diversified manufacturing company headquartered in Des Plaines, Illinois and Top Driver LLC, a driver education company. Additionally, Mr. Getz is a Director of the Globe Foundation, the National Historical Fire Foundation and Children s Memorial Hospital, and is a Trustee of the Chicago Zoological Society at Brookfield Zoo, The Lawrenceville School and North Shore Country Day School. He is also a member in Young President s Organization. Mr. Getz serves as a Director of Libertyville Bank, Wayne Hummer Asset Management Company, Wayne Hummer Investments and Wayne Hummer Trust Company.

H. Patrick Hackett, Jr. (57), Director since 2008 Mr. Hackett is the Chief Executive Officer of HHS Co., a real estate development and management company located in the Chicago area. Previously, he served as the President and Chief Executive Officer of RREEF Capital, Inc. and as Principal of The RREEF Funds, an international commercial real estate investment management firm. Mr. Hackett taught real estate finance at the Kellogg Graduate School of Management for 15 years when he also served on the real estate advisory boards of Kellogg and the Massachusetts Institute of Technology. He serves on the boards of Textura Corporation and Evanston Capital Management. Mr. Hackett is a Director of North Shore Bank.

Scott K. Heitmann (60), Director since 2008 Mr. Heitmann, retired for the past four years, has over 30 years of experience in the banking industry, including his service as Vice Chairman of LaSalle Bank Corporation and President, Chairman and Chief Executive Officer of Standard Federal Bank from 1997 to 2005. He served as the President and Chief Executive Officer of LaSalle Community Bank Group and LaSalle Bank FSB from 1988 to 1996. Mr. Heitmann currently serves as Vice-Chairman of The Illinois Chapter of The Nature Conservancy, and as a member of the Northwestern University Kellogg Alumni Advisory Board. Mr. Heitmann has previously served as a director of LaSalle Bank Corporation, Standard Federal Bank and the Federal Home Loan Bank of Chicago. Mr. Heitmann is a Director of North Shore Bank, Wayne Hummer Asset Management Company, Wayne Hummer Investments and Wayne Hummer Trust Company.

Charles H. James III (50), Director since 2008 Mr. James is the Chairman and Chief Executive Officer of C.H. James & Co., an investment holding company with interests in wholesale food distribution businesses, and is Managing Owner of C.H. James Restaurant Holdings LLC, which owns quick service restaurants. Mr. James graduated from Morehouse College and obtained an MBA from the Wharton School at the University of Pennsylvania. Mr. James serves on the board of directors of Morehouse College, the Wharton School at the University of Pennsylvania, the Children s Memorial Hospital, the Chicago Urban League and the Steppenwolf Theater Company.

Albin F. Moschner (56), Director since 1996 Mr. Moschner is currently Executive Vice President and Chief Operating Officer of Leap Wireless. Prior to joining Leap Wireless, Mr. Moschner was consulting in the telecommunications industry. Mr. Moschner was President of Verizon Card Services from December 2001 to November 2003. Mr. Moschner had been President and Chief Executive Officer, from December 1999 to December 2001, of One Point Services, LLC, a telecommunications company. From September 1997 to November 1999, he served as President and Chief Executive Officer of Millecom, LLC, a development stage internet communications company. From August 1996 to August 1997, he served as Vice Chairman and director and an officer of Diba, Inc., a development stage internet technology company. Mr. Moschner served as President and CEO and a director of Zenith Electronics, Glenview, Illinois, from 1991 to July 1996. Mr. Moschner is also a director of Pella Windows Corporation. Mr. Moschner is a Director of Lake Forest Bank.

Thomas J. Neis (60), Director since 1999 Mr. Neis is the owner of Neis Insurance Agency, Inc., Longaker Insurance Agency, Pachini Insurance Agency and Parr Insurance Agency and is an independent insurance agent with these companies. Mr. Neis also owns Parr Insurance Brokerage Inc., which markets insurance products to insurance agencies. Mr. Neis serves on the board of directors of Illinois Wesleyan University. He also serves as a chairman of the Crystal Lake Sister City organization and several other charitable and fraternal organizations. Mr. Neis is a

Director of Crystal Lake Bank.

Christopher J. Perry (53), Director nominee Mr. Perry is currently partner of CIVC Partners LLC, which he joined in 1994 after leading Continental Bank s Mezzanine Investments and Structured Finance groups. Prior to joining Continental in 1985, he served as a Vice President in the Corporate Finance Department of the Northern Trust Company. He has also served as a CFO in both public and private companies. Mr. Perry is currently a director

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of The Brickman Group Ltd., LA Fitness International LLC, Thermo Fluids, Inc. and Icon Identity Solutions Inc, and has previously served as a director of Transwestern Publishing, LP, First Franklin Financial, Wastequip Inc. and Kellermeyer Building Services. He also serves as chairman of the Board of Trustees for Cristo Rey Jesuit High School and serves on the Executive Committee of Loyola Academy. Mr. Perry previously served as a director of Wintrust from 2001 to 2002. An affiliate of CIVC Partners LLC own all of Wintrust s 8.00% Non-Cumulative Perpetual Convertible Preferred Stock, Series A, as described under Related Party Transactions.

Hollis W. Rademacher (73), Director since 1996 Mr. Rademacher is self-employed as a business consultant and private investor. From 1957 to 1993, Mr. Rademacher held various positions, including Officer in Charge, U.S. Banking Department and Chief Credit Officer of Continental Bank, N.A., Chicago, Illinois, and from 1988 to 1993 held the position of Chief Financial Officer. Mr. Rademacher is a director of Schawk, Inc. (NYSE), provider of prepress graphics for the packaging industry, First Mercury Financial Corp. (NYSE), a holding company for insurance agents, underwriters, advisors and carriers specializing in Excess and Surplus lines, as well as several other private business enterprises. Mr. Rademacher currently serves as a Director of each of the Company s main operating subsidiaries except for Beverly Bank, Old Plank Trail Community Bank, St. Charles Bank, Town Bank, Wheaton Bank, Wintrust Information Technology Services, , Wayne Hummer Asset Management Company, Wayne Hummer Investments, Wayne Hummer Trust Company and Wintrust Mortgage Corporation.

Ingrid S. Stafford (55), Director since 1998 Ms. Stafford has held various positions since 1977 with Northwestern University, where she is currently Associate Vice President for Financial Operations and Treasurer. Ms. Stafford is a trustee of the Board of Pensions of the Evangelical Lutheran Church in America, where she serves on its Audit, Finance and Nominating Committees. She also serves on the investment committee of Wittenberg University and the investment and audit committees of the Evanston Community Foundation. She is the President of the Church Council of Trinity Lutheran Church in Evanston, Illinois. She is an emeritus director of Wittenberg University where she served from 1993 to 2006, including serving as Board Chair from 2001-2005. She has also served as Board Chair of the following community organizations: Childcare Network of Evanston, Leadership Evanston, and the Evanston McGaw YMCA. Ms. Stafford is a Director of North Shore Bank.

Edward J. Wehmer (55), Director since 1996 Since May 1998, Mr. Wehmer has served as President and Chief Executive Officer of the Company. Prior to May 1998, he served as President and Chief Operating Officer of the Company since its formation in 1996. He served as the President of Lake Forest Bank from 1991 to 1998. He serves as a Director or Advisory Director of each of the Company s main operating subsidiaries. Mr. Wehmer is a certified public accountant and earlier in his career spent seven years with the accounting firm of Ernst & Young LLP specializing in the banking field and particularly in the area of bank mergers and acquisitions. Mr. Wehmer serves on the board of directors of Stepan Company (NYSE), a chemical manufacturing and distribution company, as a trustee for Children s Memorial Hospital and Foundation and on the Finance Board and the School Board of the Archdiocese of Chicago. He is also a former Chairman of the Board of Trustees for Loyola Academy in Wilmette, Illinois.

Required Vote

Election as a Director of the Company requires that a nominee receive the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Accordingly, instructions to withhold authority will have the same effect as a vote against such nominee.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED ABOVE.

Directors Not Standing for Election

Allan E. Bulley, Jr. (76), Director since 2006 Mr. Bulley is the Chairman and Chief Executive Officer of Bulley & Andrews, whose subsidiary, Bulley & Andrews, LLC, is one of Chicago s oldest and largest general contracting firms. Mr. Bulley is the Vice Chairman and a Trustee of the Museum of Science and Industry where he chairs the Buildings and Grounds Committee. He also serves as a Director of the Coldwater Conservation Fund, Trout Unlimited. He has been a director of the L.E. Myers Company (formerly NYSE listed). Since 1968, Mr. Bulley has been involved as an organizer, director and investor in numerous community banks. Mr. Bulley is currently a director of North Shore Bank.

PROPOSAL NO. 2 APPROVAL OF AN AMENDMENT TO THE EMPLOYEE STOCK PURCHASE PLAN

General

The Board of Directors is proposing for shareholder approval an amendment (the ESPP Amendment) to the Wintrust Financial Corporation Employee Stock Purchase Plan (the ESPP). If approved by shareholders, the ESPP Amendment would add an additional 250,000 shares of common stock to the number of shares that may be offered under the ESPP. The Board of Directors approved the ESPP Amendment on April 6, 2009, subject to shareholder approval.

History and Reason for Proposing the ESPP Amendment

The ESPP was adopted by the Board of Directors on April 30, 1997 and became effective when it was approved by shareholders on May 22, 1997. When first adopted in 1997, the Company was permitted to offer up to 375,000 shares of common stock (adjusted to reflect the March 15, 2002 split of our common stock) under the ESPP. As of March 31, 2009, only 81,680 shares of common stock remain available under the ESPP. At current participation levels, we estimate that, in the absence of an amendment to increase the number of shares of common stock that may be offered under the ESPP, all such shares would be exhausted by late 2009. If the ESPP Amendment is approved, the number of shares available under the ESPP in the future will be increased to 331,680. We believe that this increase in the number of shares available under the ESPP will enable eligible persons to participate under the ESPP until approximately 2013 based on current participation levels and the current price of our common stock.

In addition, the ESPP Amendment makes certain changes to the terms of the ESPP. The terms of the ESPP, as proposed to be amended and restated, are described below.

Purpose of the ESPP

The purpose of the ESPP is to encourage employee stock ownership, thereby enhancing employee commitment to the Company and providing employees an opportunity to share in the Company s success.

Description of the ESPP

The following is a description of the terms of the ESPP, as proposed to be amended and restated, and the changes to the shares available under the plan that will be made if shareholders approve the ESPP Amendment. This description is qualified in its entirety by reference to the plan document, as proposed to be amended and restated, a copy of which is attached to this Proxy Statement as Annex A and incorporated herein by reference.

Shares Available. As originally approved by shareholders in 1997, the ESPP permitted the Company to offer up to 375,000 shares of our authorized but unissued common stock (adjusted to reflect the March 15, 2002 split of our common stock), subject to adjustment in the event of certain changes to our capital structure affecting the common stock. As noted above, 293,320 shares have already been sold to employees under the ESPP and only 81,680 shares remain available as of March 31, 2009, and it is anticipated that all available shares under the ESPP will be awarded by late 2009. If shareholders approve the ESPP Amendment, a total of 331,680 shares would be available under the ESPP, subject to adjustment in the event of certain changes to our capital structure affecting the common stock. This represents an increase of 250,000 shares over the number of shares that would have been available in the absence of the ESPP Amendment. The ESPP Amendment also clarifies that shares offered under the Plan may include treasury shares and shares purchased on the open market.

Eligibility. All employees (including officers and directors who are employees) of the Company and certain participating subsidiaries are eligible to participate in the ESPP except that the Compensation Committee may, with respect to any offering, exclude from eligibility any employee who (i) has been employed by the Company or such subsidiaries for less than 24 months (or such lesser number determined by the Compensation Committee) as of the first day of an offering period; (ii) normally works less than 20 hours per week (or such lesser number determined by the Compensation Committee); (iii) normally works less than five months per year (or such lesser number determined by the Compensation Committee); or (iv) is a highly compensated employee (as defined in Section 414(q) of the Internal Revenue Code of 1986, or the Code).

Administration. The ESPP provides that the Compensation Committee will administer the ESPP. The Compensation Committee, in its sole discretion, determines from time to time when the Company will make an offering under the ESPP, but is under no obligation to do so. Any such offering period must be at least three months in duration, but no more than 26 months in duration. The Compensation Committee also acts as the administrator of the ESPP and makes administrative and procedural decisions regarding the ESPP, adopts rules and regulations concerning the operation of the ESPP and decides questions of construction and interpretation regarding the ESPP and an employee s participation therein. The Compensation Committee may employ such other persons and delegate to them such powers, rights and duties as it may consider necessary to properly carry out the administration of the ESPP.

Operation of the ESPP. Employees may enroll in the ESPP during the first enrollment period for each offering after they become eligible. Each participating employee may authorize payroll deductions and will become entitled to purchase shares of common stock on such dates during and/or at the end of the offering period as determined by the Compensation Committee. A participating employee may purchase up to such number of shares as the employee s accumulated payroll deductions may permit, provided that the aggregate purchase price may not exceed the lesser of (i) $50,000, (ii) 20% of such employee s compensation (as defined by the Compensation Committee and consistent with the Code), or (iii) such lesser amount as the Compensation Committee may determine. Shares of the Company offered under the ESPP may be newly issued shares, treasury shares, shares purchased on the open market, or any combination of such shares. The purchase price of the shares of common stock will be determined by the Compensation Committee prior to the commencement of such offering, provided that the price may not be lower than the lesser of 85% of the fair market value per share of the common stock on the first day of the offering period or 85% of the fair market value per share of the common stock on the purchase date for the offering. The Compensation Committee may also limit for any offering period the number of shares which may be purchased by an employee. No employee may participate in an offering to the extent (i) such participation would permit the employee to purchase shares of common stock under all of the employee stock purchase plans (as defined in Section 423 of the Code) of the Company and its subsidiaries at a rate that exceeds $25,000 in fair market value of such shares (determined on the first date of the offering period) for each calendar year in which the employee participates in the ESPP or (ii) if such employee, immediately after commencing participation, would own 5% or more of the total combined voting power or value of all classes of stock of the Company or any subsidiary.

Payroll deductions are credited to a participant s purchase savings account, which is part of an aggregate account at a banking subsidiary of the Company designated by the Compensation Committee. Unless otherwise directed by an employee, the funds credited to an employee s account on a purchase date (which may occur periodically during the offering period or only at the end of the offering period) are applied to the purchase of shares of common stock, and any excess over the purchase price is paid to the employee or carried forward to the following offering period, as determined by the Compensation Committee. However, if the fair market value of a share of common stock on the last day of the offering period is less than the purchase price of one share of common stock, all funds on deposit in the employee s account will be paid to the employee and the employee s account will be closed.

An employee participating in the ESPP may not increase or decrease the amount of the employee s payroll deduction during the offering period unless such change is permitted by the Compensation Committee in its discretion. However, an employee may withdraw the funds credited to the employee s savings account at any time, unless the Compensation Committee provides otherwise, or may voluntarily terminate participation in the ESPP at any time. Should an employee terminate participation in the ESPP entirely, the accumulated payroll deductions will be returned to such employee. If an employee terminates employment, other than by death, retirement or total and permanent disability, the employee s right to purchase the stock immediately terminates. Following a termination of employment due to death, retirement or total and permanent disability, the employee (or his estate, personal representative or beneficiary) has the right to purchase stock as of the earlier of the end of the offering period and the end of the three month period following such termination. An employee s participation rights in the ESPP and the related purchase savings account are not assignable or transferable except by will or the laws of descent and distribution. An employee has no rights as a shareholder with respect to the shares the employee is eligible to purchase until the shares are so purchased and issued by the Company.

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Merger, Consolidation and Change of Control. In the event of a merger or consolidation in which the Company is the surviving company, the right to purchase shares through an offering shall continue. In the event of a dissolution or liquidation of the Company, or a merger or consolidation in which the Company is not the surviving company, participation in the offering shall terminate unless the surviving company decides in its discretion to allow purchase of its shares on substantially similar terms. However, in the event of a change of control (defined below), the change of control shall be a purchase date under all offering periods, and each participant in the ESPP will have the right to elect to purchase up to such number of shares as the employee s accumulated payroll deductions may permit or to be paid in cash all of the employee s accumulated payroll deductions. A change of control is defined in the ESPP as certain acquisitions of 50% or more of the Company s common stock, a change in the majority of the Board of Directors, or the consummation of a reorganization, merger or consolidation (unless, among other conditions, the Company s shareholders receive more than 50% of the stock of the surviving company), a sale or disposition of all or substantially all of the assets of the Company, or a complete liquidation or dissolution of the Company.

Amendments and Termination. The Board of Directors may at any time amend, suspend or discontinue the ESPP, or at any time prior to a change of control alter or amend any and all terms of participation in any offering made under the ESPP. However, if applicable laws require shareholder approval, then such amendment will be subject to the requisite shareholder approval.

Federal Income Tax Consequences

The following discussion briefly summarizes certain U.S. federal income tax consequences to participants who may receive grants of awards under the ESPP. The discussion is based upon current interpretations of the Code, and the regulations promulgated thereunder as of such date.

The ESPP is not qualified under Section 401 of the Code, but is intended to be a qualified employee stock purchase plan under Section 423 of the Code. An employee pays no tax when the employee enrolls in the ESPP, when the employee purchases shares of common stock pursuant to the ESPP or when the employee receives shares of common stock.

An employee will have a taxable gain or loss when any shares of common stock purchased through the ESPP are sold. If an employee sells the stock within two years of the commencement of the employee s participation in the offering or within one year of the actual purchase of the shares (each, a disqualifying disposition), then the excess of the fair market value of the shares on the purchase date over the purchase price will be taxed as ordinary income. The amount of such difference will be added to the basis of the shares for purposes of determining the amount of gain or loss upon such sale, and such gain or loss will be long or short-term capital gain or loss for income tax purposes depending upon how long such shares were held. The Company will be entitled to a deduction from income in an amount equal to the ordinary income reported by the employee arising from a disqualifying disposition.

If an employee sells the stock after the holding period described above, then the lesser of (i) the excess of the fair market value of the shares on the first day of the offering period over the purchase price and (ii) the excess of the amount realized over the purchase price will be taxed as ordinary income and the balance of the employee s gain, if any, will be long-term capital gain. The Company will not be entitled to a deduction from income in an amount equal to the ordinary income reported by the employee.

The approval of the amendment to the ESPP requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon.

THE BOARD OF DIRECTORS RECOMMENDS SHAREHOLDERS VOTE FOR APPROVAL OF THE AMENDMENT TO THE WINTRUST FINANCIAL

CORPORATION EMPLOYEE STOCK PURCHASE PLAN.

PROPOSAL NO. 3   APPROVAL OF AN AMENDMENT TO THE 2007 STOCK INCENTIVE PLAN

General

The Board of Directors is proposing for shareholder approval an amendment (the 2007 Plan Amendment) to the Wintrust Financial 2007 Stock Incentive Plan (the 2007 Plan). If approved by shareholders, the 2007 Plan Amendment would (i) add an additional 325,000 shares of common stock to the number of shares that may be offered under the 2007 Plan, (ii) change the manner in which the number of shares subject to full value awards (i.e., awards other than stock options and stock appreciation rights) are limited and (iii) require the Company to obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in certain events. The Board of Directors approved the 2007 Plan Amendment on April 6, 2009, subject to shareholder approval.

History and Reason for Proposing the 2007 Plan Amendment

The 2007 Plan was adopted by the Board of Directors on November 9, 2006 and became effective when it was approved by shareholders on January 9, 2007. The 2007 Plan was also amended and restated by the Board of Directors as of October 22, 2007 (the October Amendment). When first adopted, the 2007 Plan authorized the Company to issue, or to grant awards with respect to, up to 500,000 shares of common stock, of which no more than 200,000 may be full value awards (i.e., awards other than stock options and stock appreciation rights). The October Amendment further limited the number of unrestricted stock awards to 25,000. As of March 31, 2009, only 133,031 shares of common stock remain available to be granted under the 2007 Plan. As of such date, 203,064 full value awards were outstanding and 2,352,836 options were outstanding. The outstanding options had a weighted average exercise price of $35.97 and a weighted average remaining term of 4.3 years. At current participation levels, we estimate that, in the absence of an amendment to increase the number of shares of common stock that may be offered under the 2007 Plan, all such shares would be exhausted by late 2009 or early 2010. If the 2007 Plan Amendment is approved, the number of shares available to be granted in the future under the 2007 Plan will be increased from 133,031 to 458,031 shares. We believe that this increase in the number of shares available under the 2007 Plan will enable the Company to grant awards to eligible persons until approximately 2011. In addition, if the 2007 Plan Amendment is approved, the number of shares available for full value awards will not be limited to 200,000. Instead, each share awarded pursuant to a full value award (including an award of unrestricted stock) granted on or after the effective date of the 2007 Plan Amendment will be counted as 1.73 shares against the 2007 Plan s share reserve. This effectively limits the number of full value awards that may be granted under the 2007 Plan because these awards would be counted against the 2007 Plan s share reserve as 1.73 shares for every one share issued in connection with such awards. The number of shares available for unrestricted stock awards will remain limited to 25,000, with each share subject to such an award counting as 1.73 shares for purposes of this limit.

The 2007 Plan Amendment would also clarify that the Company must obtain shareholder approval prior to cancelling any outstanding options or stock appreciation rights in exchange for cash, except in connection with an event described below in Adjustments or Change of Control.

Purpose of the 2007 Plan

The 2007 Plan is intended to provide the Company with the ability to provide market-responsive, stock-based incentives and other rewards for employees and directors of the Company and its subsidiaries and consultants to the Company and its subsidiaries that (i) provide such employees, directors and consultants a stake in the growth of the Company and (ii) encourage them to continue in the service of the Company and its subsidiaries.

The 2007 Plan enhances our ability to link pay to performance and our ability to attract key employees to manage our banks and other businesses. The 2007 Plan also helps promote the retention of key employees while aligning their interests closely with those of our shareholders. Accordingly, management believes the ability to award equity incentives is an important component in continuing the Company s growth.

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Key Features of the 2007 Plan

We believe that the following features of the 2007 Plan, as proposed to be amended and restated if shareholders approve the 2007 Plan Amendment, help assure that the 2007 Plan both provides incentives to our employees and protects shareholder value:

- an independent body, the Compensation Committee, administers the 2007 Plan;
- the 2007 Plan counts each full-value award as 1.73 shares against the number of shares available for grant;
- the 2007 Plan limits unrestricted stock awards to an aggregate maximum of 25,000;
- the 2007 Plan prohibits repricing or repurchasing of stock option awards (or other material amendments) without prior shareholder approval;
- the 2007 Plan does not provide for the payment of dividends on unvested performance awards and does not allow discounted awards; and
- the 2007 Plan does not provide for liberal share counting or recycling of shares.

Description of the 2007 Plan

The following is a description of the terms of the 2007 Plan, as proposed to be amended and restated, and the changes that will be made if shareholders approve the 2007 Plan Amendment. This description is qualified in its entirety by reference to the plan document, as proposed to be amended and restated, a copy of which is attached to this Proxy Statement as Annex B and incorporated herein by reference.

Shares Available. The 2007 Plan provides that the total number of shares of common stock as to which awards may be granted may not exceed 500,000 shares. Of this amount, the number of shares that are available for full value awards (i.e., awards other than stock options and stock appreciation rights) is limited to 200,000 shares, and the number of shares available for unrestricted stock awards is further limited to 25,000. As noted above, awards with respect to 373,956 shares have already been granted under the 2007 Plan and only 133,031 shares remain available as of March 31, 2009, and it is anticipated that all available shares under the 2007 Plan will be awarded by late 2009 or early 2010. If shareholders approve the 2007 Plan Amendment, a total of 458,031 shares would be available under the 2007 Plan, subject to adjustment in the event of certain changes to our capital structure. This represents an increase of 325,000 shares over the number of shares that would have been available in the absence of the 2007 Plan Amendment. In addition, if the 2007 Plan Amendment is approved, the number of shares available for full value awards will not be limited to 200,000. Instead, each share awarded pursuant to a full value award (including an award of unrestricted stock) granted on or after the effective date of the 2007 Plan Amendment will be counted as 1.73 shares against the 2007 Plan s share reserve. This effectively limits the number of full value awards that may be granted under the 2007 Plan because these awards would be counted against the 2007 Plan s share reserve as 1.73 shares for every one share issued in connection with such awards. The number of shares available for unrestricted stock awards will remain limited to 25,000, with each share subject to such an award counting as 1.73 shares for purposes of this limit.

Shares covered by an award granted under the 2007 Plan are not counted as used under the 2007 Plan unless and until they are actually issued and delivered to a participant. Consequently, in the event that an award granted under the 2007 Plan is ultimately paid in cash rather than shares, any shares that were covered by that award will remain available for issue or transfer under the 2007 Plan (in the same number as such shares were counted against the 2007 Plan s share reserve). Notwithstanding anything to the contrary: (a) shares tendered in payment of the exercise price of an option will not be added to the aggregate plan limit described above; (b) shares withheld by the Company to satisfy the tax withholding obligation will not be added to the aggregate plan limit described above; (c) shares that are repurchased by the Company with proceeds from option exercises will not be added to the aggregate plan limit described above; and (d) all shares covered by a stock appreciation right, to the extent that it is exercised and settled in shares and whether or not shares are actually issued to the participant upon exercise of the right, will be considered issued or transferred pursuant to the 2007 Plan.

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The shares of common stock subject to awards under the 2007 Plan and available for future awards may be reserved for issuance out of the Company s total authorized but unissued shares or they may be shares held in treasury or acquired by the Company on the open market. A participant in the 2007 Plan is permitted to receive multiple grants of stock-based awards. The terms and provisions of a type of award with respect to any recipient need not be the same with respect to any other recipient of such award. The 2007 Plan provides that during any calendar year the maximum number of shares of common stock which may be made subject to awards to any single participant may not exceed 100,000.

Administration. The 2007 Plan provides that it shall be administered by a committee of the Board of Directors, constituted so as to permit the 2007 Plan to comply with the non-employee director provisions of Rule 16b-3 under the Exchange Act and the outside director requirements of Section 162(m) of the Internal Revenue Code of 1986, or the Code (see Performance Goals and Maximum Awards under Federal Income Tax Consequences below). The Board of Directors of the Company has delegated the administration of the 2007 Plan to its Compensation Committee. The Compensation Committee makes determinations with respect to the participation of employees, directors and consultants in the 2007 Plan and, except as otherwise required by law or the 2007 Plan, the grant terms of awards including vesting schedules, price, length of relevant performance, restriction or option periods, dividend rights, post-retirement and termination rights, payment alternatives, and such other terms and conditions as the Compensation Committee deems appropriate. Such grant terms are set forth in a written award agreement. The Compensation Committee also has final, binding authority to interpret and construe the provisions of the 2007 Plan and the award agreements. The Compensation Committee may designate other persons (so long as such persons are independent) to carry out its responsibilities under such conditions and limitations as it may set, other than its authority with regard to awards granted to employees who are executive officers or directors of the Company (including those individuals whose compensation is subject to the limit under Section 162(m) of the Code, as further described below in Performance Goals and Maximum Awards under Federal Income Tax Consequences).

Awards. The following types of awards may be granted under the 2007 Plan:

Stock Options. Stock options may be granted in the form of incentive stock options within the meaning of Section 422 of the Code or stock options not meeting such Code definition (nonqualified stock options). The 2007 Plan permits all of the shares available under the 2007 Plan to be awarded in the form of incentive stock options if the Compensation Committee so determines. The exercise period for any stock option will be determined by the Compensation Committee at the time of grant which may provide that options may be exercisable in installments. The exercise price per share of common stock of any option may not be less than the fair market value of a share of common stock on the date of grant. Each stock option may be exercised in whole, at any time, or in part, from time to time, after the grant becomes exercisable. The Compensation Committee may provide for the exercise price to be payable in cash, in shares of already owned common stock, in any combination of cash and shares, pursuant to a broker-assisted cashless exercise program, or by such methods as the Compensation Committee may deem appropriate, including but not limited to loans by the Company on such terms and conditions as the Compensation Committee may determine.

Stock Appreciation Rights. Stock appreciation rights (SARs) may be granted independently of any stock option or in tandem with all or any part of a stock option granted under the 2007 Plan, upon such terms and conditions as the Compensation Committee may determine. Upon exercise, an SAR entitles a participant to receive the excess of the fair market value of a share of common stock on the date the SAR is exercised over the fair market value of a share of common stock on the date the SAR is granted. The Compensation Committee will determine whether an SAR will be settled in cash, common stock or a combination of cash and common stock. Upon exercise of an SAR granted in conjunction with a stock option, the option or the portion thereof to which the SAR relates will be surrendered. The 2007 Plan Amendment would clarify that the exercise price of any SAR may not be less than the fair market value of a share of common stock on the date of grant.

Restricted Shares. Restricted shares are shares of common stock that may not be sold or otherwise disposed of during a restricted period after grant, the duration of which will be determined by the Compensation Committee. The Compensation Committee may provide for the lapse of such restrictions in

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installments. Restricted shares may be voted by the recipient. Dividends on the restricted shares may be payable to the recipient in cash or in additional restricted shares. A recipient of a grant of restricted shares will generally earn unrestricted ownership thereof only if the individual is continuously employed by the Company or a subsidiary during the entire restricted period.

Performance Shares. Performance shares are grants of shares of common stock which are earned by achievement of performance goals established for the award by the Compensation Committee. During the applicable performance period determined by the Compensation Committee for an award, the shares may be voted by the recipient and the recipient is also entitled to receive dividends thereon unless the Compensation Committee determines otherwise. If the applicable performance criteria are met, at the end of the applicable performance period, the shares are earned and become unrestricted. The Compensation Committee may provide that a certain percentage of the number of shares originally awarded may be earned based upon the attainment of the performance goals.

Restricted and Performance Share Units. Share units are fixed or variable share or dollar denominated units valued, at the Compensation Committee s discretion, in whole or in part by reference to, or otherwise based on, the fair market value of the Company s common stock. The Compensation Committee will determine the terms and conditions applicable to share units, including any applicable restrictions, conditions or contingencies, which may be related to individual, corporate or other categories of performance. A share unit may be payable in common stock, cash or a combination of both.

Other Incentive Awards. The Compensation Committee may grant other types of awards of common stock or awards based in whole or in part by reference to common stock (Other Incentive Awards). Such Other Incentive Awards include, without limitation, unrestricted stock grants or awards related to the establishment or acquisition by the Company or any subsidiary of a new or start-up business or facility. The Compensation Committee will determine the time at which grants of such Other Incentive Awards are to be made, the size of such awards and all other conditions of such awards, including any restrictions, deferral periods or performance requirements.

The disposition of an award in the event of the retirement, disability, death or other termination of a participant s employment or service shall be as determined by the Compensation Committee as set forth in the award agreement.

Except to the extent permitted by the specific terms of any nonqualified stock options, no award will be assignable or transferable except by will, the laws of descent and distribution or the beneficiary designation procedures under the 2007 Plan.

Minimum Vesting and Restricted Period. Each award agreement will contain a requirement that (i) no stock option award or grant of restricted shares that is not performance-based may become fully exercisable prior to the third anniversary of the date of grant, and to the extent such an award provides for vesting in installments over a period of no less than three years, such vesting shall occur ratably on each of the first three anniversaries of the date of grant and (ii) pursuant to the October Amendment, no performance-based award may become fully exercisable or saleable prior to the first anniversary of the date of grant; except that, in each case, such minimum vesting restrictions (i) may not apply when employment terminates as a result of death, disability, retirement, layoff or divestiture and (ii) will not apply to awards for newly hired employees or employees who subsequently retire or have plans for retirement, or awards in connection with acquisitions or in lieu of cash bonuses.

Term of Awards. The maximum term of unvested or unexercised awards is seven years after the initial date of grant.

Adjustments. If the number of issued shares of common stock increases or decreases as a result of certain stock splits, capital adjustments, stock dividends or otherwise, without the receipt of consideration by the Company, then the aggregate number of shares as to which awards may be granted, the limit on the number of shares that may be awarded to a single participant each year, the number of shares covered by each outstanding award and the price per share of common stock in each such award will be adjusted proportionately. The Compensation Committee may also adjust such amounts and make certain other changes in the event of any other reorganization, recapitalization, merger, consolidation, spinoff, extraordinary dividend or other distribution or similar transaction.

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Change of Control. The Company will undergo a change of control in the event of certain acquisitions of 50% or more of the Company s common stock, a change in the majority of the Board of Directors, or the consummation of a reorganization, merger or consolidation (unless, among other conditions, the Company s shareholders receive more than 50% of the stock of the surviving company), a sale or disposition of all or substantially all of the assets of the Company, or a complete liquidation or dissolution of the Company. In such event, all options and SARs outstanding shall become immediately exercisable and remain exercisable for their entire term, all restrictions on restricted shares will lapse, all restricted share units will become fully vested and, unless otherwise specified in a participant s award agreement, all performance goals applicable to any awards shall be deemed attained at the maximum payment level. In addition, the Board of Directors (as constituted before the change of control) may, in its sole discretion:

require that shares of stock of the corporation resulting from such change of control, or a parent corporation thereof, be substituted for some or all of the shares subject to an outstanding award, with an appropriate and equitable adjustment to the award, and/or

require outstanding awards, in whole or in part, to be cancelled, and to provide for the holder to receive a cash payment (or shares in the resulting corporation or its parent corporation) in an amount (or having a value) equal to (a) in the case of a stock option or stock appreciation right, the number of shares then subject to the portion of such award cancelled multiplied by the excess, if any, of the highest per share price offered to holders of common stock in the change of control transaction, over the purchase price or base price per share subject to the award and (b) in the case of restricted shares, restricted share units, performance shares, performance share units or Other Incentive Awards, the number of shares of common stock or units then subject to the portion of such award cancelled multiplied by the highest per share price offered to holders of common stock in the change of control transaction.

Amendments and Termination. The Board of Directors may at any time suspend or terminate the 2007 Plan. The Board of Directors may amend the 2007 Plan at any time, subject to any requirement of shareholder approval imposed by applicable law, rule or regulation; provided, however, that any material amendment to the 2007 Plan will not be effective unless approved by the Company s shareholders. For this purpose, a material amendment is any amendment that would:

materially increase the number of shares available under the 2007 Plan or issuable to a participant, except in connection with an event described above in Adjustments;

change the types of awards that may be granted under the 2007 Plan;

expand the class of persons eligible to receive awards or otherwise participate in the 2007 Plan; or

reduce the price at which an option is exercisable either by amendment of an award agreement or by substitution of a new option at a reduced price, except in connection with an event described above in Adjustments.

No amendment, suspension or termination may adversely affect in any material way any awards previously granted thereunder without such award holder s written consent. There is no set termination date for the 2007 Plan, although no incentive stock options may be granted more than 10 years after the effective date of the 2007 Plan. Neither the Board of Directors nor the Compensation Committee may reprice any previously granted stock option or stock appreciation right without shareholder approval, except in connection with an event described above in Adjustments. The 2007 Plan Amendment would clarify the repricing prohibition to provide that neither the Board of Directors nor the Compensation Committee may (i) reduce the exercise price of any previously granted stock option or stock appreciation right or (ii) cancel any previously granted stock option or stock appreciation right in exchange for cash or other awards with a lower exercise price, in either case without shareholder approval, except in connection with an event described above in Adjustments or Change of Control.

Federal Income Tax Consequences

The following discussion briefly summarizes certain U.S. federal income tax consequences generally arising with respect to awards under the 2007 Plan. The discussion is based upon current interpretations of the Code, and the regulations promulgated thereunder as of such date. To the extent a participant recognizes ordinary income in any event described below, such amount is subject to income tax withholding if the participant is an employee.

Nonqualified Stock Options. For U.S. federal income tax purposes, no income is recognized by a participant upon the grant of a nonqualified stock option under the 2007 Plan. Upon the exercise of a nonqualified option, compensation taxable as ordinary income will be realized by the participant in an amount equal to the excess of the fair market value of a share of common stock on the date of such exercise over the exercise price. A subsequent sale or exchange of such shares will result in gain or loss measured by the difference between (a) the exercise price, increased by any compensation reported upon the participant s exercise of the option and (b) the amount realized on such sale or exchange. Such gain or loss will be capital in nature if the shares were held as a capital asset and will be long-term if such shares were held for more than one year.

Except as limited by Section 162(m) of the Code, as described below, the Company is entitled to a deduction for compensation paid to a participant at the same time and in the same amount as the participant is considered to have realized compensation by reason of the exercise of an option.

Incentive Stock Options. No taxable income is realized by the participant pursuant to the exercise of an incentive stock option granted under the 2007 Plan, and if no disqualifying disposition of such shares is made by such participant within two years after the date of grant or within one year after the transfer of such shares to such participant, then (a) upon the sale of such shares, any amount realized in excess of the option price will be taxed to such participant as a long-term capital gain and any loss sustained will be a long-term capital loss, and (b) no deduction will be allowed to the Company for U.S. federal income tax purposes. Upon exercise of an incentive stock option, the participant may be subject to alternative minimum tax on certain items of tax preference.

If the shares of common stock acquired upon the exercise of an incentive stock option are disposed of prior to the expiration of the holding period described above, generally (a) the participant will realize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of the shares at the time of exercise (or, if less, the amount realized on the disposition of the shares) over the option price thereof, and (b) the Company will be entitled to deduct such amount. Any further gain or loss realized will be taxed as short-term or long-term capital gain or loss, as the case may be, and will not result in any deduction by the Company.

If an incentive stock option is exercised at a time when it no longer qualifies as an incentive stock option, the option is treated as a nonqualified stock option.

Stock Appreciation Rights. No taxable income is recognized by a participant upon the grant of an SAR under the 2007 Plan. Upon the exercise of an SAR, however, compensation taxable as ordinary income will be realized by the participant in an amount equal to the cash received upon exercise, plus the fair market value on the date of exercise of any shares of common stock received upon exercise. Shares of common stock received on the exercise of an SAR will be eligible for capital gain treatment, with the capital gain holding period commencing on the day after the date of exercise of the SAR.

Except as limited by Section 162(m) of the Code, as described below, the Company is entitled to a deduction for compensation paid to a participant at the same time and in the same amount as the participant is considered to have realized compensation by reason of the exercise of the SAR.

Restricted and Performance Shares. A recipient of restricted shares or performance shares generally will be subject to tax at ordinary income rates on the fair market value of the common stock at the time the restricted shares or performance shares vest or are no longer subject to forfeiture. However, a recipient who so elects under Section 83(b) of the Code within 30 days of the date of the grant will recognize ordinary taxable income on the date of the grant equal to the fair market value of the restricted shares or performance shares as if the restricted shares were unrestricted or the performance shares were earned and could be sold immediately. If the shares subject to such election are forfeited, the recipient will not be entitled to any deduction, refund or loss for tax purposes with respect to the forfeited shares. Upon sale of the restricted shares or performance shares after vesting or after the forfeiture period has expired, the holding period to determine whether the recipient has long-term or short-term capital gain or loss begins when the restriction period expires. However, if the recipient timely elects to be taxed as of the date of the grant, the holding period commences on the day after the date of the grant and the tax basis will be equal to the fair market value of the shares on the date of the grant as if the shares were then unrestricted and could be sold

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immediately. A participant receiving dividends with respect to restricted shares or performance shares for which the above-described election has not been made and prior to the time the restrictions lapse will recognize compensation taxable as ordinary income, rather than dividend income, in an amount equal to the dividends paid.

The amount of ordinary income recognized upon the lapse of restrictions or by making the above-described election is deductible by the Company as compensation expense, except to the extent the deduction limits of Section 162(m) of the Code apply.

Restricted and Performance Share Units. A recipient of restricted or performance share units will generally be subject to tax at ordinary income rates on the fair market value of any common stock issued pursuant to such an award. The fair market value of any common stock received will generally be included in income at the time of receipt. The capital gain or loss holding period for any common stock distributed under an award will begin when the recipient recognizes ordinary income in respect of that distribution. The amount of ordinary income recognized is deductible by the Company as compensation expense, except to the extent the deduction limits of Section 162(m) of the Code apply.

Other Incentive Awards. The federal income tax consequences of Other Incentive Awards will depend on how such awards are structured. Generally, the Company will be entitled to a deduction with respect to such awards only to the extent that the recipient realizes compensation income in connection with such awards and only to the extent not subject to the deduction limits of Section 162(m) of the Code. It is anticipated that Other Incentive Awards will usually result in compensation income to the recipient in some amount. However, some forms of Other Incentive Awards may not result in any compensation income to the recipient or any income tax deduction for the Company.

Performance Goals and Maximum Awards. The Compensation Committee may, from time to time, establish performance criteria with respect to an award. These performance criteria may be measured in absolute terms or measured against, or in relationship to, other companies comparably, similarly or otherwise situated and may be based on, or adjusted for, other objective goals, events, or occurrences established by the Compensation Committee for a performance period, but must relate to one or more of the following: earnings, earnings growth, revenues, expenses, stock price, market share, charge-offs, loan loss reserves, reductions in non-performing assets, return on assets, return on equity, return on investment, regulatory compliance, satisfactory internal or external audits, improvements in financial ratings, achievement of balance sheet or income statement objectives, extraordinary charges, losses from discontinued operations, restatements and accounting changes and other unplanned special charges such as restructuring expenses, acquisition expenses including goodwill, and unplanned stock offerings and strategic loan loss provisions.

In general, Section 162(m) of the Code disallows federal income tax deductions for certain compensation in excess of $1,000,000 per year paid to each of the Company s Chief Executive Officer and its other three most highly compensated executive officers other than the Chief Financial Officer. Normally, under Section 162(m), compensation that qualifies as performance-based compensation is not subject to the $1,000,000 limit. To qualify certain incentive awards as performance-based compensation, the following requirements must be satisfied: (i) the performance goals are determined by a committee consisting solely of two or more outside directors , (ii) the material terms under which the compensation is to be paid, including the performance goals, are approved by a majority of the shareholders of the Company and (iii) if applicable, the committee certifies that the applicable performance goals were satisfied before any payment of performance-based compensation is made. Our shareholders are being asked to approve the amendment to the 2007 Plan for purposes of Section 162(m), so that we may have the ability to make awards under the 2007 Plan subject to the attainment of performance goals, which awards will then be eligible to qualify as performance-based compensation not subject to the $1 million limit on deductible compensation that might otherwise be imposed pursuant to Section 162(m) , subject to the further restrictions described below.

However, an entity that receives financial assistance from the U.S. Treasury Department under the Troubled Asset Relief Program (TARP) is subject to greater restrictions on federal income tax deductions for compensation under Section 162(m) of the Code. For so long as any obligation arising from the financial assistance provided under TARP remains outstanding, federal income tax deductions are not permitted for any compensation in excess of

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$500,000 per year paid to each of the Company s Chief Executive Officer, Chief Financial Officer and other three most highly compensated executive officers.

Currently, the Company has outstanding obligations with respect to financial assistance that it has received under TARP and therefore all compensation under the plan, including performance-based compensation, is subject to the $500,000 deduction limit under Section 162(m) of the Code. Once the TARP obligations cease, however, certain compensation under the plan, such as that payable with respect to options and SARs, would be expected to qualify under the performance-based compensation exception to the $1,000,000 deduction limit under Section 162(m), but other compensation payable under the plan, such as any restricted stock award which is not subject to a performance condition to vesting, would be subject to this limit.

The approval of the amendment to the 2007 Plan requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon.

THE BOARD OF DIRECTORS RECOMMENDS SHAREHOLDERS VOTE FOR APPROVAL OF THE AMENDMENT TO THE WINTRUST FINANCIAL CORPORATION 2007 STOCK INCENTIVE PLAN.

PROPOSAL NO. 4 ADVISORY VOTE ON EXECUTIVE COMPENSATION POLICIES AND PROCEDURES

Background of the Proposal

The American Recovery and Reinvestment Act of 2009, or the ARRA, requires that we, as a participant in the United States Department of the Treasury s Capital Purchase Program, permit a separate and non-binding shareholder vote to approve the compensation of our executive officers as described in this proxy statement. The SEC has recently issued guidance requiring participants in the Capital Purchase Program to submit to shareholders annually for their approval the executive compensation arrangements as described in the Compensation Discussion and Analysis and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in their proxy statements.

Executive Compensation

The Company believes that its compensation policies and procedures, which are reviewed and approved by the Compensation Committee, encourage a culture of pay for performance and are strongly aligned with the long-term interests of shareholders. Like most companies in the financial services sector, the recent and ongoing financial downturn had a significant negative impact on the Company s 2008 results of operations and on the price of the Company s common stock. Consistent with the objective of aligning the compensation of the Company s executive officers with the annual and long-term performance of the Company and the interests of the Company s shareholders, these factors were also reflected in the compensation of the Company s named executive officers for 2008, and in a number of executive compensation-related actions that have been taken by the Company and the Compensation Committee with respect to 2009. The Compensation Committee has also taken a number of actions in recent years to further encourage a culture of pay for performance and more strongly align the Company s compensation policies and procedures with the long-term interests of shareholders. For example:

- Although our Company was profitable for 2008, our results fell short of our goals, and the Compensation Committee, at the request of our chief executive officer and chief operating officer, determined that our chief executive officer and chief operating officer would not receive any year-end cash or equity incentive compensation for 2008;

- Our Compensation Committee, at the request of our chief executive officer and chief operating officer, exercised its discretion with respect to the awarding of bonuses in respect of our 2007 and 2006 performance, which also fell short of our goals, and did not award bonuses to either our chief executive officer or chief operating officer for those years;

- We have adopted a clawback policy to recoup any compensation based upon statements of earnings, gains or other criteria that are later proven to be materially inaccurate; and

- Equity incentive awards provided to the Company s 2007 Stock Incentive Plan are generally subject to 3-year vesting periods.

The Company and the Compensation Committee remain committed to the compensation philosophy and objectives outlined under Executive Compensation Compensation Discussion and Analysis. Named executive officer compensation for 2008 reflects the effectiveness of the Company s executive compensation program in fulfilling its objectives during times of economic difficulty and weak financial performance. As always, the Compensation

Committee will continue to review all elements of the executive compensation program and take any steps it deems necessary to continue to fulfill the objectives of the program.

Shareholders are encouraged to carefully review the Executive Compensation section of this Proxy Statement for a detailed discussion of the Company s executive compensation program.

As required by the ARRA and the guidance provided by the SEC, the Board of Directors has authorized a shareholder vote on the Company s executive compensation plans, programs and arrangements as reflected in the Compensation Discussion and Analysis, the disclosures regarding named executive officer compensation provided in the various tables included in this Proxy Statement, the accompanying narrative disclosures and the other

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compensation information provided in this Proxy Statement. This proposal, commonly known as a Say on Pay proposal, gives the Company s shareholders the opportunity to endorse or not endorse the Company s executive pay program and policies through the following resolution:

Resolved, that the shareholders of Wintrust Financial Corporation approve the overall executive compensation policies and procedures employed by the Company, as described in the Company s Proxy Statement for the 2009 Annual Meeting of Shareholders.

Required Vote

The approval of the advisory (non-binding) proposal on our executive compensation policies and procedures described in this proxy statement requires the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Abstentions will have the same effect as a vote against the proposal. Because this shareholder vote is advisory, it will not be binding on the Board of Directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD OF DIRECTORS RECOMMENDS SHAREHOLDERS VOTE FOR APPROVAL OF THE ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION POLICIES AND PROCEDURES AS DESCRIBED IN THIS PROXY STATEMENT

BOARD OF DIRECTORS, COMMITTEES AND GOVERNANCE

Board of Directors

The Board provides oversight with respect to our overall performance, strategic direction and key corporate policies. It approves major initiatives, advises on key financial and business objectives, and monitors progress with respect to these matters. Members of the Board are kept informed of our business by various reports and documents provided to them on a regular basis, including operating and financial reports made at Board and Committee meetings by the Chief Executive Officer and other officers. The Board has five standing committees, the principal responsibilities of which are described below. Additionally, the independent Directors meet in regularly scheduled executive sessions, without management present, at each meeting of the Board.

The Board met seven times in 2008. Each member of the Board attended more than 75% of the total number of meetings of the Board and the committees on which he or she served. We encourage, but do not require, our Board members to attend annual meetings of shareholders. All but one of our Board members then in office attended our 2008 Annual Meeting of Shareholders.

Director Independence

A Director is independent if the Board affirmatively determines that he or she has no material relationship with the Company and otherwise satisfies the independence requirements of the Nasdaq listing standard. A Director is independent under the Nasdaq listing standards if the Board affirmatively determines that the Director has no material relationship with us directly or as a partner, shareholder or officer of an organization that has a relationship with us. Direct or indirect ownership of even a significant amount of our stock by a Director who is otherwise independent will not, by itself, bar an independence finding as to such Director.

The Board has reviewed the independence of our current non-employee Directors and nominees and found that each of them are independent under the Nasdaq listing standards. Accordingly, more than 90% of the members of the Board are independent, including the Chairman of the Board.

Code of Ethics

The Board of Directors has adopted a Code of Ethics applicable to all officers, Directors and employees, which is available on the Company s website at www.wintrust.com by choosing About Wintrust and then choosing

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Corporate Governance. To assist in enforcement of the Code of Ethics, we maintain Wintrust s Ethicspoint, a toll-free hotline and Internet-based service through which confidential complaints may be made by employees regarding illegal or fraudulent activity; questionable accounting, internal controls or auditing matters; conflicts of interest, dishonest or unethical conduct; disclosures in the Company s reports filed with the Securities and Exchange Commission (SEC), bank regulatory filings and other public disclosures that are not full, fair, accurate, timely or understandable; violations of Wintrust s Code of Ethics; and/or any other violations of laws, rules or regulations. Any complaints submitted through this process are presented to the Audit Committee on a regular, periodic basis.

Committee Membership

The following table summarizes the current membership of the Board and each of its committees:

Board of Directors	**Compensation Committee**	**Nominating and Corporate Governance Committee**	**Audit Committee**	**Risk Management Committee**	**Executive Committee**
Allan E. Bulley, Jr.*			Member	Member	
Peter D. Crist (Chair)	Member	Member			**Chair**
Bruce K. Crowther	Member				
Joseph F. Damico	Member	**Chair**			Member
Bert A. Getz, Jr.		Member	Member	Member	
H. Patrick Hackett, Jr.	Member	Member			
Scott K. Heitmann			Member	Member	
Charles H. James III	Member		Member		
Albin F. Moschner	**Chair**		Member		Member
Thomas J. Neis		Member		Member	
Hollis W. Rademacher		Member		**Chair**	Member
Ingrid S. Stafford			**Chair**	Member	Member
Edward J. Wehmer					Member

* Mr. Bulley will not be standing for re-election at the Annual Meeting, as he has attained the mandatory retirement age under our corporate governance guidelines.

The Nominating and Corporate Governance Committee has proposed, and the Board has agreed, that pending his re-election, Peter D. Crist will continue to serve as Chairman of the Board of Directors following the Annual Meeting. In addition, the Nominating and Corporate Governance Committee has proposed, and the Board has agreed, that the membership of each of the committees of the Board, assuming that each Director nominee is elected, will be as follows following the Annual Meeting:

Board of Directors	**Compensation Committee**	**Nominating and Corporate Governance Committee**	**Audit Committee**	**Risk Management Committee**	**Executive Committee**
Peter D. Crist (Chair)	Member	Member			**Chair**

Bruce K. Crowther	Member				
Joseph F. Damico	Member	**Chair**			Member
Bert A. Getz, Jr.		Member	Member	Member	
H. Patrick Hackett, Jr.	Member	Member			
Scott K. Heitmann			Member	Member	
Charles H. James III	Member		Member		
Albin F. Moschner	**Chair**		Member		Member
Thomas J. Neis			Member	Member	
Christopher J. Perry		Member		Member	
Hollis W. Rademacher		Member		**Chair**	Member
Ingrid S. Stafford			**Chair**	Member	Member
Edward J. Wehmer					Member

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Nominating and Corporate Governance Committee

The Board has established the Nominating and Corporate Governance Committee (the Nominating Committee) which is responsible for:

- establishing criteria for selecting new Directors;
- assessing, considering and recruiting candidates to fill positions on the Board;
- recommending the Director nominees for approval by the Board and the shareholders;
- establishing procedures for the regular ongoing reporting by Directors of any developments that may be deemed to affect their independence status;
- reviewing the corporate governance principles at least annually and recommending modifications thereto to the Board;
- advising the Board with respect to the charters, structure, operations and membership qualifications for the various committees of the Board;
- establishing and implementing self-evaluation procedures (including annual director and officer questionnaires) for the Board and its committees; and
- reviewing shareholder proposals submitted for inclusion in our Proxy Statement.

The Board has adopted a Nominating Committee Charter, a copy of which is available at www.wintrust.com by choosing About Wintrust and then choosing Corporate Governance.

The Nominating Committee consists of six Directors, and the Board has determined that each of them is independent under the Nasdaq listing standards. During 2008, the Nominating Committee met four times.

Nomination of Directors

The Nominating Committee seeks nominees from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity and, in doing so, considers a wide range of factors in evaluating the suitability of director candidates, including general understanding of finance and other disciplines relevant to the success of a publicly-traded company in today s business environment, understanding of our business and education and professional background. The following personal characteristics are considered minimum qualifications for Board membership under the corporate governance guidelines approved by the Board: integrity and accountability, the ability to provide informed judgments on a wide range of issues, financial literacy, a history of achievements that reflects high standards for themselves and others, and willingness to raise tough questions in a manner that encourages open discussion. In addition, no person is to be nominated for election to the Board if he or she will attain the age of 76 before such election. Under the corporate governance guidelines adopted by the Board, Directors are expected to maintain a minimum ownership stake in the Company and to limit board service at other companies to no more than four other public company boards.

The Nominating Committee does not have any single method for identifying director candidates but will consider candidates suggested by a wide range of sources.

The Nominating Committee will consider director candidates recommended by our shareholders if such recommendations are timely received. Any such recommendation must comply with the procedures set forth in the Company s By-Laws (see Shareholder Proposals). To be timely under the Company s By-Laws, recommendations must be received in writing at the principal executive offices of the Company, addressed to the Wintrust Financial Corporation Nominating and Corporate Governance Committee, c/o Corporate Secretary, 727 North Bank Lane, Lake Forest, IL 60045, by March 28, 2010. Any such recommendation should include:

the name, address and number of shares of the Company held by the shareholder;

the name and address of the candidate;

the qualifications of such nominee and the reason for such recommendation;

a description of all arrangements or understandings between the shareholder and such nominee or between the nominee and the Company or any of its subsidiaries; and

the candidate s signed consent to serve as a director if elected and to be named in the Proxy Statement.

Once the Nominating Committee receives the recommendation, it may request additional information from the candidate about the candidate s independence, qualifications and other information that would assist the Nominating Committee in evaluating the candidate, as well as certain information that must be disclosed about the candidate in our Proxy Statement, if nominated. The Nominating Committee will apply the same standards in considering director candidates recommended by shareholders as it applies to other candidates.

The Nominating Committee also evaluates the performance of individual Directors and assesses the effectiveness of committees and the Board as a whole.

In 2009, 12 of the 13 director nominees are Directors standing for re-election. Mr. Bulley will not be standing for re-election, as he has attained the mandatory retirement age under our corporate governance guidelines. The Nominating Committee considered many qualified candidates to replace Mr. Bulley and is delighted that Mr. Perry has agreed to serve as a Director of the Company if elected at the Annual Meeting.

Audit Committee

The Board has established an Audit Committee for the purpose of overseeing our accounting and financial reporting processes and the audits of our financial statements. In addition, the Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to:

our compliance with legal and regulatory requirements, including our disclosure controls and procedures;

the independent registered public accounting firm s qualifications and independence; and

the performance of our internal audit function and independent registered public accounting firm.

The Board has adopted an Audit Committee Charter, a copy of which is available at www.wintrust.com by choosing About Wintrust and then choosing Corporate Governance.

The Audit Committee has established a policy to pre-approve all audit and non-audit services provided by the independent registered public accounting firm and all accounting firms. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year. Once pre-approved, the services and pre-approved amounts are monitored against actual charges incurred and modified if appropriate.

To serve on the Audit Committee, Directors must meet financial competency standards and heightened independence standards set forth by the SEC and Nasdaq. In particular, each Audit Committee member:

must be financially literate;

must not have received any consulting, advisory, or other compensatory fees from us (other than in his or her capacity as a Director);

- must not be our affiliate or the affiliate of any of our subsidiaries; and
- must not serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such Director to effectively serve on the Audit Committee.

Furthermore, at least one member of the Audit Committee must be a financial expert.

The Audit Committee consists of six Directors, and the Board has determined that each of them is independent under the Nasdaq listing standards and meets the financial competency and heightened independence standards set forth above. The Board has determined that Ms. Stafford, Mr. Getz, Mr. Heitmann and Mr. Moschner qualify as financial experts. During 2008, the Audit Committee met six times.

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Compensation Committee

The Board has established a Compensation Committee which is responsible for:

- establishing the Company s general compensation philosophy and overseeing the development and implementation of compensation programs;
- with input from the Board, reviewing and approving corporate goals and objectives relevant to the compensation of the chief executive officer and other management, evaluating the performance of the chief executive officer and other management in light of those goals and objectives, and setting the chief executive officer s and other management s compensation levels based on this evaluation;
- administering and interpreting all salary and incentive compensation plans for officers, management and other key employees;
- reviewing senior management compensation;
- reviewing management organization, development and succession planning;
- taking any actions relating to employee benefit, compensation and fringe benefit plans, programs or policies of the Company;
- reviewing and approving severance or similar termination payments to any executive officer of the Company;
- preparing reports on executive compensation; and
- reporting activities of the Compensation Committee to the Board on a regular basis and reviewing issues with the Board as the Compensation Committee deems appropriate.

The Compensation Committee s authority is set forth in a charter adopted by our Board, a copy of which is available at www.wintrust.com by choosing About Wintrust and then choosing Corporate Governance.

The Compensation Committee consists of six Directors, and the Board has determined that each of them is independent under the Nasdaq listing standards. During 2008, the Compensation Committee met nine times.

Risk Management Committee

The Board has established a Risk Management Committee which is responsible for:

- monitoring and overseeing the Company s insurance program, interest rate risk and credit risk exposure on a consolidated basis and at the subsidiaries;
- developing and implementing the Company s overall asset/liability management and credit policies;
- implementing risk management strategies and considering hedging techniques;
- reviewing the Company s capital position, liquidity position, sensitivity of earnings under various interest rate scenarios, the status of its securities portfolio and trends in the economy; and

reporting activities of the Risk Management Committee to the Board on a regular basis and reviewing issues with the Board as the Risk Management Committee deems appropriate.

The Risk Management Committee s authority is set forth in a charter adopted by our Board, a copy of which is available at www.wintrust.com by choosing About Wintrust and then choosing Corporate Governance.

The Risk Management Committee consists of six Directors, and the Board has determined that each of these Directors has no material relationship with us and is otherwise independent under the Nasdaq listing standards. During 2008, the Risk Management Committee met four times.

Executive Committee

The Board has established an Executive Committee which is authorized to exercise certain powers of the Board, and meets as needed, usually in situations where it is not feasible to take action by the full Board. The Executive Committee s authority is set forth in a charter adopted by our Board.

The Executive Committee consists of six Directors, and the Board has determined that each of these Directors, except for Mr. Wehmer, is independent under the Nasdaq listing standards. During 2008, the Executive Committee met twice.

Shareholder Communications

Any shareholder who desires to contact the non-employee Directors or the other members of our Board may do so by writing to: Wintrust Financial Corporation, Board of Directors, c/o the Secretary of the Company, Wintrust Financial Corporation, 727 North Bank Lane, Lake Forest, Illinois 60045. Copies of written communications received at this address will be provided to the Board, the applicable committee chair or the non-employee Directors as a group unless such communications are considered, in consultation with the non-employee Directors, to be improper for submission to the intended recipient(s). All communications will be forwarded to the Chair of the Nominating Committee unless the communication is specifically addressed to another member of the Board, in which case, the communication will be forwarded to that Director. Other interested parties may also use this procedure for communicating with the Board, individual Directors or any group of Directors. Shareholders also may obtain a copy of any of the documents posted to the website free of charge by calling (847) 615-4096 and requesting a copy. Information contained on Wintrust s website is not deemed to be a part of this Proxy Statement.

EXECUTIVE OFFICERS OF THE COMPANY

The Company s executive officers are elected annually by the Company s Board of Directors at the first meeting of the Board following the Annual Meeting. Certain information regarding those persons serving as the Company s executive officers is set forth below.

Edward J. Wehmer (55) President and Chief Executive Officer Mr. Wehmer serves as the Company s President and performs the functions of the Chief Executive Officer. Accordingly, he is responsible for overseeing the execution of the Company s day-to-day operations and strategic initiatives. See the description above under Election of Directors for additional biographical information.

David A. Dykstra (48) Senior Executive Vice President and Chief Operating Officer, Secretary and Treasurer Mr. Dykstra serves as the Company s Chief Operating Officer overseeing all treasury, financial, audit, compliance and human resources affairs of the Company. Since January 2006, Mr. Dykstra also serves as a Regional Market Head overseeing Crystal Lake Bank, State Bank of the Lakes and Town Bank. Prior thereto, Mr. Dykstra was employed from 1990 to 1995 by River Forest Bancorp, Inc. (now known as Corus Bankshares, Inc.), Chicago, Illinois, most recently holding the position of Senior Vice President and Chief Financial Officer. Prior to his association with River Forest Bancorp, Mr. Dykstra spent seven years with KPMG LLP, most recently holding the position of Audit Manager in the banking practice. Mr. Dykstra is a Director of Crystal Lake Bank, First Insurance Funding, Old Plank Trail Community Bank, State Bank of the Lakes, Town Bank, Tricom, Wayne Hummer Asset Management Company, Wayne Hummer Investments, Wayne Hummer Trust Company, Wintrust Information Technology Services and Wintrust Mortgage Corporation.

David L. Stoehr (49) Executive Vice President and Chief Financial Officer Mr. Stoehr joined the Company in January 2002 and manages all financial and accounting affairs of the Company, including internal and external financial reporting. Previously, Mr. Stoehr was Senior Vice President/Reporting & Analysis at Firstar/U.S. Bancorp, Director of Finance/Controller of Associated Banc-Corp with primary responsibility for financial accounting and reporting, business unit financial management and data warehouse design and implementation. Prior to his association with Associated Banc-Corp, Mr. Stoehr was Assistant Vice President/Balance Sheet Management at Huntington Bancshares, Inc., Columbus, Ohio, from 1993 to 1995 and Financial Reporting Officer at Valley Bancorporation, Appleton, Wisconsin, from 1983 to 1993. Mr. Stoehr is a Director of Beverly Bank, Old Plank Trail Community Bank and Wintrust Information Technology Services.

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Richard B. Murphy (49) Executive Vice President and Chief Credit Officer Since January 2002, Mr. Murphy has served as the Company s Chief Credit Officer and is responsible for coordinating all the credit functions of the Company. Since January 2006, Mr. Murphy serves as Regional Market Head overseeing Old Plank Trail Community Bank. Mr. Murphy served as the President of Hinsdale Bank from 1996 until December of 2005. From 1993 until his promotion to President of Hinsdale Bank, Mr. Murphy served as the Executive Vice President and Senior Lender of Hinsdale Bank. Prior to his association with the Company, Mr. Murphy served as President of the First State Bank of Calumet City. Mr. Murphy is a Director of Beverly Bank, Hinsdale Bank, Old Plank Trail Community Bank, St. Charles Bank and Wintrust Information Technology Services. Mr. Murphy is married to the sister of Mr. Wehmer s wife.

John S. Fleshood (46) Executive Vice President Risk Management Mr. Fleshood joined the Company in August 2005 and manages the overall risk management process for the Company including audit, compliance and business continuity, and information security functions. Since January 2006, Mr. Fleshood serves as a Regional Market Head overseeing St. Charles Bank and Wintrust Mortgage Corporation. Previously, Mr. Fleshood served as Senior Vice President and Chief Financial Officer of the Chicago affiliate of Fifth Third Bank, an Ohio banking corporation, a commercial bank offering a full range of banking services to consumer, business and financial customers, from July 2001 to August 2005. Prior to that, Mr. Fleshood served as Vice President and Manager of the Treasury Division of Fifth Third Bank, Cincinnati, Ohio. Fleshood is a Director of St. Charles Bank, Wintrust Information Technology Services and Wintrust Mortgage Corporation.