

ZIDAR THOMAS P

Form 4

January 28, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIDAR THOMAS P

2. Issuer Name **and** Ticker or Trading
Symbol
WINTRUST FINANCIAL CORP
[WTFC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
9700 WEST HIGGINS ROAD, 8TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EXECUTIVE VICE PRESIDENT

(Street)
ROSEMONT, IL 60018

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/24/2019		A	1,797 A	\$ 0 ⁽¹⁾ 31,016	D	
Common Stock	01/25/2019		M	3,482 A	\$ 30.98 34,498	D	
Common Stock	01/25/2019		S	3,482 D	\$ 72.62 ⁽²⁾ 31,016	D	
Common Stock					7,129 ⁽³⁾	I	By ESPP

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 30.98	01/25/2019		M	3,482	01/26/2015 01/26/2019	Common Stock	3,482

Reporting Owners

Reporting Owner Name / Address	Relationships
ZIDAR THOMAS P 9700 WEST HIGGINS ROAD, 8TH FLOOR ROSEMONT, IL 60018	Director 10% Owner Officer Other EXECUTIVE VICE PRESIDENT

Signatures

/s/Kathleen M. Boege,
Attorney-in-fact 01/28/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents stock awarded upon attainment of performance objectives under the Company's Long Term Incentive Program.

The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$72.21 to \$73.03, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) Includes 294 shares purchased by reporting person during 2018 in the Company's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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