

WINTRUST FINANCIAL CORP  
Form 8-K  
February 04, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**Current Report Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): January 29, 2009**  
**WINTRUST FINANCIAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction of  
Incorporation)

**0-21923**  
(Commission File Number)

**36-3873352**  
(I.R.S. Employer Identification  
No.)

**727 North Bank Lane**  
**Lake Forest, Illinois**  
(Address of principal executive  
offices)

**60045**  
(Zip Code)

Registrant's telephone number, including area code **(847) 615-4096**

**Not Applicable**

(Former name or former address, if changed since last year)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*2008 Bonus.* The Board of Directors (the Board) of Wintrust Financial Corporation (the Company), based on the recommendation of the Compensation Committee (the Committee) of the Board, authorized the payment of cash bonus awards to the Company's executive officers for the year ended December 31, 2008. The Committee recommended awards based on its assessment of the Company's and each executive's performance measured against previously set financial and business objectives. The following table sets forth the awards to the executive officers of the Company who will be included as Named Executive Officers in the Company's Proxy Statement for the 2009 Annual Meeting of Shareholders (the Proxy Statement). Edward Wehmer and David Dykstra will be included as Named Executive Officers in the Proxy Statement but did not receive a cash or stock bonus for the year ended December 31, 2008.

| Name              | Cash Bonus | Stock Bonus | Total Bonus |
|-------------------|------------|-------------|-------------|
| Richard B. Murphy | \$50,000   |             | \$50,000    |
| David L. Stoehr   | \$47,000   |             | \$47,000    |
| John Fleshood     | \$30,000   |             | \$30,000    |

*2009 Base Salary.* On January 29, 2009, the Board approved, based on the recommendation of the Committee, base salaries in the amounts indicated below, effective as of February 1, 2009, for those executives who will be included as Named Executive Officers in the Proxy Statement:

| Name              | Base Salary |
|-------------------|-------------|
| Edward J. Wehmer  | \$ 800,000  |
| David A. Dykstra  | \$ 600,000  |
| Richard B. Murphy | \$ 380,000  |
| David L. Stoehr   | \$ 280,000  |
| John Fleshood     | \$ 278,000  |

The Company will provide additional information regarding compensation of its executive officers in the Proxy Statement.

**Item 8.01. Other Events.**

The information in this Item 8.01 of this Current Report and Exhibit 99.1 is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Item 8.01 of this Current Report and Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On January 29, 2009, the Company issued a press release announcing that its Board of Directors has declared a semi-annual cash dividend of \$0.18 per share of its outstanding common stock. This cash dividend is payable on February 26, 2009 to shareholders of record as of February 12, 2009. The press release announcing the semi-annual dividend is attached hereto as Exhibit No. 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit No. Description

99.1 News Release dated January 29, 2009

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**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WINTRUST FINANCIAL CORPORATION  
(Registrant)

By: /s/ David A. Dykstra  
David A. Dykstra  
Senior Executive Vice President and  
Chief Operating Officer

Date: February 4, 2009

Exhibit Index

Exhibit No. Description

99.1 News Release dated January 29, 2009

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