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WINTRUST FINANCIAL CORP  
Form POS AM  
September 04, 2003

As filed with the Securities and Exchange Commission on September 4, 2003.  
Registration No. 333-92075

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3  
REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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WINTRUST FINANCIAL CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

ILLINOIS  
(State or Other Jurisdiction  
of Incorporation or Organization)

36-3873352  
(IRS Employer  
Identification Number)

727 NORTH BANK LANE  
LAKE FOREST, ILLINOIS 60045-1951  
(847) 615-4096  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

DAVID A. DYKSTRA  
SENIOR EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER  
727 NORTH BANK LANE  
LAKE FOREST, ILLINOIS 60045-1951  
(847) 615-4096  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

The Commission is requested to send copies of all communications to:

JENNIFER R. EVANS, ESQ.  
JENNIFER DURHAM KING, ESQ.  
VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.  
222 NORTH LASALLE STREET  
CHICAGO, ILLINOIS 60601-1003  
(312) 609-7500

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Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.  
[ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

On December 3, 1999, Wintrust Financial Corporation, an Illinois corporation, filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-3 (File No. 333-92075) (the "Registration Statement") pursuant to Rule 415 of the Securities Act of 1933, as amended, registering a total of 529,413 shares (adjusted to reflect the 3-for-2 stock split effective March 14, 2002) of its common stock, without par value, for the offer and sale from time to time by the selling shareholders named in the Registration Statement. The Commission declared the Registration Statement effective on December 16, 1999. The selling shareholders purchased these shares directly from us in a private placement transaction in November 1999, and the shares can now be resold under Rule 144(k) without registration.

In accordance with the undertakings contained in the Registration Statement, we are filing this post-effective amendment to remove from registration any shares not yet resold by the selling shareholders. Accordingly, upon effectiveness of this Post-Effective Amendment No. 1 to the Registration Statement, all the shares of our common stock formerly covered by the Registration Statement that remain available for sale by the selling shareholders will be deregistered.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on this 3rd day of September, 2003.

WINTRUST FINANCIAL CORPORATION

By: /s/ David A. Dykstra

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David A. Dykstra  
Senior Executive Vice President and  
Chief Operating Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons on the 3rd day of September, 2003 in the capacities indicated.

SIGNATURE -----	TITLE -----
/s/ Edward J. Wehmer ----- Edward J. Wehmer	President, Chief Executive Officer and Director
/s/ David L. Stoehr ----- David L. Stoehr	Executive Vice Presiden and Chief Financial Officer (Principal Accounting Officer)
/s/ John S. Lillard* ----- John S. Lillard	Chairman and Director
/s/ Peter D. Crist* ----- Peter D. Crist	Director
/s/ Bruce K. Crowther* ----- Bruce K. Crowther	Director
----- Bert A. Getz, Jr.	Director
----- Philip W. Hummer	Director
----- James B. McCarthy	Director
/s/ Marguerite Savard McKenna* ----- Marguerite Savard McKenna	Director
----- Albin F. Moschner	Director
----- Thomas J. Neis	Director
----- Hollis W. Rademacher	Director

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/s/ J. Christopher Reyes\*  
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J. Christopher Reyes

Director

/s/ John J. Schornack\*  
-----  
John J. Schornack

Director

/s/ Ingrid S. Stafford\*  
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Ingrid S. Stafford

Director

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\*Signed pursuant to power of attorney

By: /s/ David A. Dykstra  
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David A. Dykstra  
Attorney-in-fact