

WINTRUST FINANCIAL CORP

Form 13F-HR

April 29, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report for Calendar Year or Quarter ended: March 31, 2005

Check here if Amendment () ; Amendment Number:
This Amendment (Check only one.) () is a restatement.
() adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: WINTRUST FINANCIAL CORP
Address: 727 North Bank Lane
Lake Forest, IL 60045

13F file number: 28-10582

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: James F. Duca
Title: Executive Vice President
Phone: 1-800-621-4477
Signature, Place and Date of Signing:

/S/ James F. Duca Chicago, IL April 28, 2005
Report Type (Check only one.):

(x) 13F HOLDINGS REPORT.
() 13F NOTICE.
() 13F COMBINATION REPORT

List of other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 453

Form 13F Information Table Value Total: \$899,871,000

List of Other Included Managers: None

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
3M CO	com	88579Y101	2537	29610	SH		SOLE	
			4253	49635	SH		DEFINED	01
			34	400	SH		OTHER	01
ABBOTT LABORATORIES	com	002824100	3583	76858	SH		SOLE	
			2966	63625	SH		DEFINED	01
			103	2200	SH		OTHER	01
ACTIVISION INC NEW	com	004930202	295	19960	SH		DEFINED	01
ADOBE SYSTEMS	com	00724F101	1132	16846	SH		SOLE	
			2480	36915	SH		DEFINED	01
			27	400	SH		OTHER	01
AETNA	com	00817Y108	225	3000	SH		SOLE	
			131	1750	SH		DEFINED	01
AFLAC	com	001055102	15	405	SH		SOLE	
			2393	64217	SH		DEFINED	01
			11	300	SH		OTHER	01
ALBERTO CULVER CO CL B CONV	com	013068101	805	16829	SH		DEFINED	01
ALCOA INC.	com	013817101	217	7144	SH		SOLE	
			61	2000	SH		DEFINED	01
ALLSTATE CORP.	com	020002101	382	7062	SH		DEFINED	01
ALLTEL	com	020039103	1164	21220	SH		SOLE	
			2554	46569	SH		DEFINED	01
			374	5712	SH		SOLE	
ALTRIA GROUP INC F/K/A PHILLIP	com	02209S103	824	12601	SH		DEFINED	01
			1693	22646	SH		SOLE	
AMBAC FINANCIAL GROUP	com	023139108	1234	16510	SH		DEFINED	01
			19	250	SH		OTHER	01
			1498	29160	SH		SOLE	
AMERICAN EXPRESS	com	025816109	1783	34716	SH		DEFINED	01
			10	200	SH		OTHER	01
			3366	60751	SH		SOLE	
AMERICAN INTERNATIONAL GROUP I	com	026874107	3462	62487	SH		DEFINED	01
			36	650	SH		OTHER	01
AMERICAN ITALIAN PASTA CO CL A	com	027070101	4049	147756	SH		DEFINED	01
AMERIGAS PARTNERS LP	com	030975106	9	300	SH		SOLE	
			203	6950	SH		DEFINED	
			2998	51505	SH		SOLE	
AMGEN INC	com	031162100	3183	54689	SH		DEFINED	01
ANADARKO PETROLEUM CORP	com	032511107	23	400	SH		OTHER	01
			1020	13398	SH		DEFINED	01
			339	9380	SH		SOLE	
ANALOG DEVICES	com	032654105	5	130	SH		DEFINED	
ANHEUSER BUSCH	com	035229103	310	6535	SH		DEFINED	01
APACHE	com	037411105	2528	41282	SH		SOLE	
			3648	59579	SH		DEFINED	01
			699	43035	SH		SOLE	
APPLIED MATERIALS	com	038222105	12710	782165	SH		DEFINED	01
AUTOMATIC DATA PROCESSING	com	053015103	223	4950	SH		SOLE	
			534	11875	SH		DEFINED	01
AVERY DENNISON	com	053611109	1067	17230	SH		SOLE	
			16141	260625	SH		DEFINED	01
BALL CORP	com	058498106	672	16200	SH		DEFINED	01
BANK OF AMERICA	com	060505104	376	8523	SH		SOLE	
			781	17706	SH		DEFINED	01
			455	6690	SH		DEFINED	01
BARD (C.R.) INC	com	067383109	254	7483	SH		SOLE	
BAXTER INTERNATIONAL INC	com	071813109						

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			292	8607	SH	DEFINED	01
BELLSOUTH	com	079860102	294	11193	SH	SOLE	
			631	24012	SH	DEFINED	01
BERKSHIRE HATHAWAY INC CL B	com	084670207	1322	463	SH	SOLE	
			337	118	SH	DEFINED	01
BIOMET	com	090613100	1840	50680	SH	SOLE	
			9242	254595	SH	DEFINED	01
			11	300	SH	OTHER	01
BJ SERVICES COMPANY	com	055482103	16	300	SH	SOLE	
			11509	221848	SH	DEFINED	01
BORDERS GROUP INC	com	099709107	16	600	SH	SOLE	
			12476	468687	SH	DEFINED	01
			16	600	SH	OTHER	01
BP PLC	com	055622104	2227	35686	SH	SOLE	
			3492	55959	SH	DEFINED	01
			119	1900	SH	OTHER	01
BRISTOL MYERS SQUIBB	com	110122108	937	36822	SH	SOLE	
			669	26285	SH	DEFINED	01
			20	800	SH	OTHER	01
BURLINGTON RESOURCES	com	122014103	194	3878	SH	SOLE	
			667	13320	SH	DEFINED	01
CAPITAL ONE FINANCIAL	com	14040H105	19	250	SH	SOLE	
			11061	147930	SH	DEFINED	01
CARBO CERAMICS INC	com	140781105	2107	30036	SH	DEFINED	01
CARDINAL HEALTH	com	14149Y108	362	6493	SH	SOLE	
			12538	224687	SH	DEFINED	01
CAREMARK RX INC.	com	141705103	262	6588	SH	SOLE	
			42	1055	SH	DEFINED	01
CENTURYTEL	com	156700106	525	15975	SH	SOLE	
			1742	53043	SH	DEFINED	01
CHARLES SCHWAB CORP NEW	com	808513105	127	12050	SH	DEFINED	01
CHEVRONTEXACO	com	166764100	2371	40656	SH	SOLE	
			2149	36859	SH	DEFINED	01
			23	400	SH	OTHER	01
CINCINNATI FINANCIAL CORP	com	172062101	1163	26666	SH	SOLE	
			8243	189007	SH	DEFINED	01
CINTAS	com	172908105	446	10800	SH	SOLE	
			12661	306494	SH	DEFINED	01
			4	100	SH	OTHER	01
CISCO SYSTEMS	com	17275R102	2278	127324	SH	SOLE	
			3752	209732	SH	DEFINED	01
			11	600	SH	OTHER	01
CITIGROUP	com	172967101	5486	122075	SH	SOLE	
			5792	128886	SH	DEFINED	01
			4	100	SH	OTHER	01
CLEAR CHANNEL COMMUNICATIONS	com	184502102	932	27050	SH	SOLE	
			864	25065	SH	DEFINED	01
CLOROX	com	189054109	277	4400	SH	SOLE	
			10527	167121	SH	DEFINED	01
COCA COLA	com	191216100	108	2603	SH	SOLE	
			1148	27539	SH	DEFINED	01
			21	500	SH	OTHER	01
COLGATE PALMOLIVE	com	194162103	542	10390	SH	SOLE	
			2624	50297	SH	DEFINED	01
COMCAST CORP NEW CL A	com	20030N101	1173	34723	SH	SOLE	
			206	6112	SH	DEFINED	01
CONOCOPHILLIPS	com	20825C104	2517	23338	SH	SOLE	
			3752	34792	SH	DEFINED	01
COOPER COMPANIES INC	com	216648402	957	13128	SH	SOLE	
			20734	284412	SH	DEFINED	01
CORUS BANKSHARES INC	com	220873103	401	8400	SH	SOLE	
CUNO INC	com	126583103	26	500	SH	SOLE	

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			835	16257	SH	DEFINED	01
CVS	com	126650100	11700	222340	SH	DEFINED	01
DATASCOPE CORP.	com	238113104	917	30000	SH	DEFINED	01
DELL INC	com	24702R101	2187	56926	SH	SOLE	
			2843	74005	SH	DEFINED	01
			12	300	SH	OTHER	01
DIEBOLD	com	253651103	274	5000	SH	SOLE	
			49	900	SH	DEFINED	01
DISNEY (WALT) COMPANY	com	254687106	580	20201	SH	SOLE	
			349	12162	SH	DEFINED	01
DNP SELECT INCOME FD INC	com	23325P104	2996	279209	SH	SOLE	
			1526	142200	SH	DEFINED	01
			11	1000	SH	OTHER	01
DOW CHEMICAL CO	com	260543103	1083	21719	SH	SOLE	
			657	13175	SH	DEFINED	01
DUKE POWER	com	264399106	134	4788	SH	SOLE	
			206	7337	SH	DEFINED	01
E I DUPONT DE NEMOURS & CO	com	263534109	279	5444	SH	SOLE	
			496	9678	SH	DEFINED	01
E.W. SCRIPPS CO (THE)	com	811054204	540	11075	SH	SOLE	
			4840	99274	SH	DEFINED	01
ECOLAB	com	278865100	684	20685	SH	SOLE	
			1863	56370	SH	DEFINED	01
			7	200	SH	OTHER	01
ELI LILLY & CO	com	532457108	842	16153	SH	SOLE	
			1842	35346	SH	DEFINED	01
EMC CORPORATION	com	268648102	286	23200	SH	SOLE	
			157	12761	SH	DEFINED	01
EMERSON ELECTRIC	com	291011104	417	6416	SH	SOLE	
			1081	16653	SH	DEFINED	01
EXELON CORP	com	30161N101	331	7209	SH	DEFINED	01
EXXON MOBIL CORP	com	30231G102	7836	131470	SH	SOLE	
			10683	179237	SH	DEFINED	01
			89	1500	SH	OTHER	01
FASTENAL CO.	com	311900104	18	320	SH	SOLE	
			18274	330388	SH	DEFINED	01
FEDEX	com	31428X106	1668	17757	SH	SOLE	
			3001	31939	SH	DEFINED	01
			19	200	SH	OTHER	01
FIFTH THIRD BANCORP	com	316773100	194	4517	SH	SOLE	
			206	4796	SH	DEFINED	01
FIRST DATA	com	319963104	219	5560	SH	SOLE	
			113	2880	SH	DEFINED	01
FIRST HORIZON PHARMACEUTICAL C	com	32051k106	474	28100	SH	DEFINED	
FISERV	com	337738108	854	21450	SH	SOLE	
			11952	300290	SH	DEFINED	01
FISHER SCIENTIFIC INTERNATIONAL	com	338032204	11681	205210	SH	DEFINED	01
FLEXTRONICS INT'L	com	Y2573F102	153	12690	SH	SOLE	
			25	2100	SH	DEFINED	
FORTUNE BRANDS INC	com	349631101	372	4611	SH	DEFINED	01
FPL GROUP	com	302571104	2768	68941	SH	SOLE	
			2363	58866	SH	DEFINED	01
			32	800	SH	OTHER	01
GANNETT	com	364730101	123	1561	SH	SOLE	
			1727	21836	SH	DEFINED	01
GAP	com	364760108	236	10823	SH	DEFINED	01
GENERAL DYNAMICS	com	369550108	974	9103	SH	SOLE	
			68	631	SH	DEFINED	01
GENERAL ELECTRIC CO	com	369604103	7820	216861	SH	SOLE	
			12946	359006	SH	DEFINED	01
			61	1700	SH	OTHER	01
GENTEX CORP	com	371901109	8335	261288	SH	DEFINED	01

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GENZYME GENERAL	com	372917104	197	3450	SH	SOLE
			30	525	SH	DEFINED 01
GETTY IMAGES INC	com	374276103	43	600	SH	SOLE
			6278	88286	SH	DEFINED 01
GILLETTE CO	com	375766102	182	3600	SH	SOLE
			532	10546	SH	DEFINED 01
GOLDMAN SACHS GROUP INC	com	38141g104	986	8965	SH	SOLE
			2794	25400	SH	DEFINED 01
GUIDANT CORP	com	401698105	293	3960	SH	SOLE
			3073	41589	SH	DEFINED 01
H & R BLOCK	com	093671105	11681	230950	SH	DEFINED 01
HARLEY DAVIDSON	com	412822108	1647	28510	SH	SOLE
			4995	86470	SH	DEFINED 01
			29	500	SH	OTHER 01
HEALTH MANAGEMENT ASSOCIATES	com	421933102	31	1170	SH	SOLE
			14772	564259	SH	DEFINED 01
HERSHEY FOODS	com	427866108	236	3900	SH	DEFINED 01
HEWLETT PACKARD	com	428236103	431	19632	SH	SOLE
			231	10547	SH	DEFINED 01
HOME DEPOT	com	437076102	2109	55145	SH	SOLE
			3808	99591	SH	DEFINED 01
			31	800	SH	OTHER 01
HONEYWELL INTERNATIONAL	com	438516106	619	16637	SH	SOLE
			46	1243	SH	DEFINED 01
IDEX CORP	com	45167R104	7574	187700	SH	DEFINED 01
ILLINOIS TOOL WORKS	com	452308109	465	5190	SH	SOLE
			10584	118220	SH	DEFINED 01
INTEL	com	458140100	2289	98535	SH	SOLE
			5035	216735	SH	DEFINED 01
			12	500	SH	OTHER 01
INTERNATIONAL BUSINESS MACHINE	com	459200101	2363	25858	SH	SOLE
			4603	50377	SH	DEFINED 01
			18	200	SH	OTHER 01
INTERPUBLIC GROUP OF COS INC.	com	460690100	4482	365000	SH	DEFINED 01
INVESTORS FINANCIAL	com	461915100	5	100	SH	SOLE
			1644	33618	SH	DEFINED 01
JABIL CIRCUIT INC	com	466313103	291	10200	SH	SOLE
			13	450	SH	DEFINED
JOHNSON & JOHNSON	com	478160104	3387	50425	SH	SOLE
			6635	98788	SH	DEFINED 01
			67	1000	SH	OTHER 01
JP MORGAN CHASE	com	46625H100	1203	34761	SH	SOLE
			862	24910	SH	DEFINED 01
KIMBERLY CLARK	com	494368103	206	3139	SH	SOLE
			563	8566	SH	DEFINED 01
KOHL'S CORP	com	500255104	1110	21508	SH	SOLE
			5870	113696	SH	DEFINED 01
KRONOS INC	com	501052104	343	6720	SH	SOLE
			17427	340979	SH	DEFINED 01
LANDSTAR SYSTEM INC	com		0	18900	SH	DEFINED 01
LANDSTAR SYSTEMS INC	com	515098101	886	27040	SH	DEFINED 01
LEXMARK INTERNATIONAL	com	529771107	684	8555	SH	SOLE
			2389	29875	SH	DEFINED 01
LIBERTY MEDIA CORP SER A NEW	com	530718105	10	924	SH	SOLE
			223	21500	SH	DEFINED
LOCKHEED MARTIN	com	539830109	699	11444	SH	SOLE
			3057	50065	SH	DEFINED 01
			12	200	SH	OTHER 01
LOWES COMPANIES	com	548661107	1568	27465	SH	SOLE
			2361	41355	SH	DEFINED 01
LUCENT TECHNOLOGIES INC	com	549463107	14	5049	SH	SOLE
			29	10690	SH	DEFINED 01

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MARATHON OIL CORP	com	565849106	296	6306	SH	SOLE
			33	700	SH	DEFINED
MARSHALL & ILSLEY CORP	com	571834100	4	100	SH	SOLE
			250	6000	SH	DEFINED 01
MBNA	com	55262L100	3091	125888	SH	SOLE
			2820	114860	SH	DEFINED 01
			66	2687	SH	OTHER 01
MCCORMICK & CO INC	com	579780206	1032	29985	SH	SOLE
			15664	454962	SH	DEFINED 01
			14	400	SH	OTHER 01
MCDONALDS CORP	com	580135101	398	12765	SH	SOLE
			279	8950	SH	DEFINED 01
MCGRAW-HILL COMPANIES	com	580645109	362	4150	SH	SOLE
			215	2465	SH	DEFINED 01
MEDTRONIC INC	com	585055106	2092	41063	SH	SOLE
			2315	45436	SH	DEFINED 01
			25	500	SH	OTHER 01
MELLON FINANCIAL	com	58551A108	233	8160	SH	SOLE
			76	2668	SH	DEFINED 01
MERCK & CO INC	com	589331107	295	9100	SH	SOLE
			421	13011	SH	DEFINED 01
MERCURY GENL CORP NEW	com	589400100	881	15950	SH	SOLE
MERRILL LYNCH & CO	com	590188108	331	5853	SH	SOLE
			36	643	SH	DEFINED 01
MICROCHIP TECHNOLOGY INC	com	595017104	226	8700	SH	SOLE
MICROSOFT	com	594918104	2920	120820	SH	SOLE
			4523	187125	SH	DEFINED 01
			31	1300	SH	OTHER 01
MOLEX CL A	com	608554200	598	25320	SH	SOLE
			7602	322127	SH	DEFINED 01
MOLEX INC.	com	608554101	395	14982	SH	SOLE
			59	2248	SH	DEFINED
MORGAN STANLEY	com	617446448	127	2210	SH	SOLE
			453	7914	SH	DEFINED 01
MOTOROLA	com	620076109	156	10390	SH	DEFINED 01
NATIONAL INSTRUMENTS CORP	com	636518102	3035	112208	SH	DEFINED 01
NESTLE SA-SPONSORED ADR REPSTG	com	641069406	357	5200	SH	DEFINED 01
NICOR INC	com	654086107	349	9400	SH	DEFINED 01
NIKE, INC CL B	com	654106103	262	3150	SH	SOLE
NISOURCE	com	65473P105	515	22608	SH	SOLE
			71	3100	SH	DEFINED
NOBLE DRILLING CORP	com	655042109	202	3600	SH	SOLE
NORTHERN STATES FINANCIAL CORP	com	665751103	335	12000	SH	SOLE
NORTHERN TRUST	com	665859104	1420	32680	SH	SOLE
			10526	242311	SH	DEFINED 01
			22	500	SH	OTHER 01
OLD REPUBLIC INTERNATIONAL	com	680223104	422	18125	SH	SOLE
			10557	453281	SH	DEFINED 01
ORACLE	com	68389X105	445	35676	SH	SOLE
			706	56540	SH	DEFINED 01
OWENS & MINOR	com	690732102	768	28275	SH	DEFINED 01
PACTIV CORP	com	695257105	1132	48465	SH	SOLE
			11241	481430	SH	DEFINED 01
			14	600	SH	OTHER 01
PARKER-HANNIFIN CORP	com	701094104	222	3650	SH	DEFINED 01
PATTERSON COMPANIES INC COM	com	703395103	1535	30725	SH	SOLE
			25491	510327	SH	DEFINED 01
PAYCHEX, INC	com	704326107	20	600	SH	SOLE
			1884	57408	SH	DEFINED 01
PENNEY (J.C.) CO	com	708160106	275	5300	SH	SOLE
PEPSICO	com	713448108	4926	92883	SH	SOLE
			7328	138179	SH	DEFINED 01

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			16	300	SH	OTHER	01
PFIZER	com	717081103	3756	142967	SH	SOLE	
			3849	146529	SH	DEFINED	01
			5	200	SH	OTHER	01
PHOTRONIC INC	com	719405102	7416	409700	SH	DEFINED	01
PINNACLE ENTERTAINMENT INC	com	723456109	167	10000	SH	SOLE	
PROCTER & GAMBLE	com	742718109	810	15292	SH	SOLE	
			1858	35054	SH	DEFINED	01
			32	600	SH	OTHER	01
PROGRESSIVE CORP OHIO	com	743315103	275	3000	SH	SOLE	
PRUDENTIAL FINANCIAL INC.	com	744320102	205	3569	SH	SOLE	
			0	1	SH	DEFINED	01
QUALCOMM	com	747525103	1699	46392	SH	SOLE	
			21403	584308	SH	DEFINED	01
			15	400	SH	OTHER	01
QUEST DIAGNOSTICS	com	74834L100	2313	21997	SH	SOLE	
			1795	17075	SH	DEFINED	01
			21	200	SH	OTHER	01
REGAL-BELOIT CORP.	com	758750103	5801	201500	SH	DEFINED	01
ROYAL CARIBBEAN CRUISES LTD	com	V7780T103	13467	301345	SH	DEFINED	01
ROYAL DUTCH PETROLEUM	com	780257804	943	15700	SH	SOLE	
			742	12365	SH	DEFINED	01
			96	1600	SH	OTHER	01
RPM INTL CORP	com	749685103	8966	490507	SH	DEFINED	01
SARA LEE	com	803111103	208	9400	SH	DEFINED	01
SBC COMMUNICATIONS	com	78387G103	707	29844	SH	SOLE	
			1839	77627	SH	DEFINED	01
SCHERING PLOUGH	com	806605101	418	23020	SH	SOLE	
			46	2533	SH	DEFINED	
SCHLUMBERGER	com	806857108	239	3385	SH	SOLE	
			1246	17684	SH	DEFINED	01
SECTOR SPDR TR SHS BEN INT FIN	com	81369Y605	302	10628	SH	DEFINED	01
SECTOR SPDR TR SHS BEN INT TEC	com	81369Y803	221	11288	SH	DEFINED	01
SHUFFLE MASTER INC	com	825549108	652	22500	SH	SOLE	
SONOCO PRODUCTS	com	835495102	6843	237200	SH	DEFINED	01
SOUTHERN COMPANY	com	842587107	725	22771	SH	SOLE	
			157	4932	SH	DEFINED	01
SOUTHWEST BANCORPORATION OF TE	com	84476r109	200	10900	SH	DEFINED	
STANDARD BANCSHARES	com	789002995	296	37000	SH	SOLE	
STARBUCKS CORP	com	855244109	1299	25152	SH	SOLE	
			2981	57698	SH	DEFINED	01
			10	200	SH	OTHER	01
STATE STREET	com	857477103	229	5240	SH	DEFINED	01
STERICYCLE	com	858912108	31	700	SH	SOLE	
			2363	53468	SH	DEFINED	01
			13	300	SH	OTHER	01
STERIS CORP	com	859152100	1515	60000	SH	DEFINED	01
STRYKER	com	863667101	1935	43376	SH	SOLE	
			2835	63542	SH	DEFINED	01
			13	300	SH	OTHER	01
SUNGARD DATA SYSTEMS	com	867363103	483	14000	SH	SOLE	
			13	375	SH	DEFINED	01
SYSCO	com	871829107	554	15463	SH	SOLE	
			2165	60475	SH	DEFINED	01
TARGET	com	87612E106	2820	56385	SH	SOLE	
			2814	56256	SH	DEFINED	01
			15	300	SH	OTHER	01
TCF FINANCIAL CORP	com	872275102	586	21600	SH	SOLE	
			11795	434451	SH	DEFINED	01
TEVA PHARMACEUTICAL INDUSTRIES	com	881624209	198	6385	SH	SOLE	
			947	30543	SH	DEFINED	01
			19	600	SH	OTHER	01

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TEXAS INSTRUMENTS	com	882508104	370	14525 SH	SOLE
			112	4375 SH	DEFINED 01
TEXTRON	com	883203101	892	11950 SH	SOLE
			104	1400 SH	DEFINED 01
THE ST PAUL TRAVELERS COMPANIE	com	792860108	750	20412 SH	SOLE
			4	112 SH	DEFINED 01
THERMO TECH TECHNOLOGIES INC	com	88360H101	0	65140 SH	SOLE
TIME WARNER INC NEW	com	887317105	279	15885 SH	SOLE
			260	14805 SH	DEFINED 01
TRACTOR SUPPLY	com	892356106	31	700 SH	SOLE
			7378	169034 SH	DEFINED 01
TRIBUNE	com	896047107	249	6250 SH	SOLE
			173	4330 SH	DEFINED 01
TXU CORP	com	873168108	527	6619 SH	SOLE
			128	1610 SH	DEFINED 01
TYCO INTERNATIONAL	com	902124106	250	7400 SH	SOLE
			48	1426 SH	DEFINED 01
UCBH HOLDINGS	com	90262T308	287	7200 SH	DEFINED
UNILEVER PLC - SPONSORED ADR	com	904767704	246	6157 SH	DEFINED 01
UNITED HEALTHCARE CORP	com	91324P102	1618	16959 SH	SOLE
			423	4440 SH	DEFINED 01
UNITED PARCEL SERVICE	com	911312106	268	3690 SH	DEFINED 01
UNITED TECHNOLOGIES	com	913017109	1691	16629 SH	SOLE
			779	7660 SH	DEFINED 01
US BANCORP	com	902973304	1343	46590 SH	SOLE
			540	18737 SH	DEFINED 01
USURF AMERICA INC	com		4	57000 SH	SOLE
VECTREN	com	92240G101	224	8410 SH	DEFINED 01
VERIZON COMMUNICATIONS	com	92343V104	558	15732 SH	SOLE
			1256	35379 SH	DEFINED 01
			64	1811 SH	OTHER 01
WACHOVIA CORP 2ND NEW	com	929903102	245	4815 SH	SOLE
			275	5410 SH	DEFINED 01
WAL-MART STORES	com	931142103	2792	55727 SH	SOLE
			3782	75465 SH	DEFINED 01
			10	200 SH	OTHER 01
WALGREEN	com	931422109	5517	124190 SH	SOLE
			9248	208198 SH	DEFINED 01
			18	400 SH	OTHER 01
WASHINGTON MUTUAL	com	939322103	288	7290 SH	SOLE
			305	7725 SH	DEFINED 01
WASHINGTON POST CO CLASS B	com	939640108	358	400 SH	DEFINED 01
WELLPOINT INC (Formerly Anthem	com	94973V107	1216	9700 SH	SOLE
			1984	15830 SH	DEFINED 01
			25	200 SH	OTHER 01
WELLS FARGO	com	949746101	2768	46295 SH	SOLE
			5232	87485 SH	DEFINED 01
			24	400 SH	OTHER 01
WEYERHAEUSER CO	com	962166104	637	9300 SH	DEFINED 01
WGL HOLDINGS INC	com	92924f106	402	13000 SH	DEFINED 01
WHOLE FOODS MARKET INC	com	966837106	1871	18318 SH	SOLE
			4942	48394 SH	DEFINED 01
			31	300 SH	OTHER 01
WINTRUST FINANCIAL	com	97650W108	3430	72839 SH	SOLE
			1928	40943 SH	DEFINED 01
WYETH	com	983024100	1121	26570 SH	SOLE
			3359	79642 SH	DEFINED 01
XL CAPITAL LTD CL A	com	G98255105	217	3000 SH	SOLE
			5	75 SH	DEFINED
ZEBRA TECHNOLOGIES CORP CL A	com	989207105	425	8957 SH	SOLE
			6796	143095 SH	DEFINED 01
ZIMMER HOLDINGS	com	98956P102	930	11948 SH	SOLE

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DIAMONDS TRUST-UIT	com	252787106	92	1183	SH	DEFINED	01
			201	1915	SH	DEFINED	01
			201	1915	SH	OTHER	01
ISHARES RUSSELL 1000 VALUE FUN	com	464287598	28	420	SH	SOLE	
			1597	24273	SH	DEFINED	01
			15	230	SH	OTHER	01
ISHARES RUSSELL 2000 VALUE IND	com	464287630	255	1382	SH	DEFINED	01
ISHARES RUSSELL 3000 INDEX FD	com	464287689	548	8144	SH	DEFINED	01
			473	7025	SH	OTHER	01
ISHARES RUSSELL MID-CAP VALUE	com	464287473	675	5983	SH	DEFINED	01
ISHARES TR DOW JONES US HEALTH	com	464287762	271	4643	SH	DEFINED	01
ISHARES TR FUNDS-SMALL CAP 600	com	464287879	371	3144	SH	DEFINED	01
ISHARES TR MSCI EAFE INDEX FD	com	464287465	2400	15107	SH	DEFINED	01
ISHARES TR MSCI EMERGING MKTS	com	464287234	257	1265	SH	DEFINED	01
ISHARES TR-S&P MIDCAP 400 INDE	com	464287507	1270	9658	SH	DEFINED	01
ISHARES TR-S&P SMALLCAP 600 IN	com	464287804	1009	6355	SH	DEFINED	01
ISHARES TRUST S&P 500/BARRA GR	com	464287309	229	4044	SH	DEFINED	01
ISHARES TRUST S&P 500/BARRA VA	com	464287408	310	5079	SH	DEFINED	01
ISHARES TRUST S&P MIDCAP 400/B	com	464287705	1292	10156	SH	DEFINED	01
ISHARES TRUST S&P MIDCAPY 400/	com	464287606	32	240	SH	SOLE	
			880	6573	SH	DEFINED	01
S&P DEPOSITORY RECEIPTS-SPDR	com	78462F103	281	2380	SH	DEFINED	01
			191	1620	SH	OTHER	01
STANDARD & POORS MIDCAP 400 DE	com	595635103	234	1940	SH	DEFINED	01
NOKIA CORP ADR	sponsored adr	654902204	215	13902	SH	SOLE	
			187	12105	SH	DEFINED	01