

ELLIOTT R KEITH
Form 4
July 02, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT R KEITH

2. Issuer Name and Ticker or Trading Symbol
WILMINGTON TRUST CORP
[WL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

249 TRADEWIND DRIVE

06/30/2008

(Street)

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

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

PALM BEACH, FL 33480

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 5,747.082 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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 Acquired (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Phantom Stock Units | <u>(2)</u> | 07/01/2008 | | A | 41.456 | <u>(3)</u> | <u>(3)</u> | Common Stock | 41 |
| Stock Units | <u>(2)</u> | 06/30/2008 | | A | 548 <u>(4)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 5 |
| Non-Statutory Stock Options <u>(7)</u> | \$ 31.375 | | | | | 05/17/2001 | 05/16/2011 | Common Stock | 8, |
| Non-Statutory Stock Option <u>(7)</u> | \$ 27.91 | | | | | 02/20/2006 | 02/19/2013 | Common Stock | 3, |
| Non-Statutory Stock Option <u>(7)</u> | \$ 37.02 | | | | | 02/25/2007 | 02/24/2014 | Common Stock | 8, |
| Non-Statutory Stock Option <u>(7)</u> | \$ 33.9 | | | | | 02/25/2008 | 02/20/2015 | Common Stock | 4, |
| Non-Statutory Stock Option <u>(7)</u> | \$ 43.27 | | | | | 02/23/2009 | 02/19/2016 | Common Stock | 4, |
| Non-Statutory Stock Options <u>(7)</u> | \$ 43.7 | | | | | 02/15/2010 | 02/10/2017 | Common Stock | 3, |
| Non-Statutory Stock Option <u>(7)</u> | \$ 33.08 | | | | | 02/14/2011 | 02/12/2018 | Common Stock | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIOTT R KEITH 249 TRADEWIND DRIVE PALM BEACH, FL 33480 | | X | | |

Signatures

/s/ Gerard A. Chamberlain, Attorney-in-Fact Pursuant to Limited Power of Attorney

07/02/2008

__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) Includes 74.082 shares held by Wells Fargo Bank, N.A. pursuant to dividend reinvestment plan of registrant as of May 15, 2008.
- (2) One-for-one.
- (3) These phantom stock units may be exercised only for cash and only following the termination of the reporting person's service as a director.
- (4) These stock units were acquired in transaction exempt from Section 16b by virtue of Rule 16b-3(d)(2).
- (5) These stock units will be settled in shares of registrant's common stock following the termination of the reporting person's service as a director.
- (6) Includes 9.761 dividend equivalent shares earned on prior quarter's balance.
- (7) (Right to buy).

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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