

ELLIOTT R KEITH
 Form 4
 July 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 06/30/2008

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

249 TRADEWIND DRIVE

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.