

BankFinancial CORP  
 Form 4  
 November 07, 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 \*  
 Gasior F Morgan

(Last) (First) (Middle)  
 15W060 NORTH FRONTAGE ROAD  
 (Street)

BURR RIDGE, IL 60527

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BankFinancial CORP [BFIN]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, CEO & President

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 117,500   | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 12,770.8394   | I  | By 401k <sup>(1)</sup>                                |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 3,125.7041  | I  | By Employee Stock Ownership Plan <sup>(2)</sup>       |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 2,500   | I  | By spouse's IRA <sup>(3)</sup>                        |

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Common Stock 122,500 I By spouse's trust <sup>(3)</sup>

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

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

| 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options (Rights to Buy)              | \$ 17.62   | 11/06/2008                           |  | A                              | 25,000  | <sup>(4)</sup> 09/05/2011                                | Common Stock 25,000   |
| Stock Options (Rights to Buy)              | \$ 14.82   |                                      |  |                                |   | <sup>(5)</sup> 09/05/2011                                | Common Stock 100,000  |
| Stock Options (Rights to Buy)              | \$ 17.62   |                                      |  |                                |   | <sup>(6)</sup> 09/05/2011                                | Common Stock 125,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Gasior F Morgan<br>15W060 NORTH FRONTAGE ROAD<br>BURR RIDGE, IL 60527 | X             |           | Chairman, CEO & President |       |

## Signatures

/s/ F. Morgan  
Gasior  
11/07/2008  
Date

Signature of  
Reporting Person

## 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) The information in this report is based on the 401k report dated November 5, 2008
- (2) Reflects ESOP allocations that occurred since the date of the reporting person's last ownership report
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.  

On September 5, 2006, the reporting person was granted an option to purchase 75,000 shares of common stock. The option vests equally
- (4) over three performance periods based on the issuer's satisfaction of certain performance goals. The performance criteria for the year ended December 31, 2006 and the 9 months ended September 30, 2007 and 2008 were met, resulting in the vesting of all 75,000 options.  

Stock Options granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program whereby the
- (5) executive elected to receive 2007 incentive compensation in the form of stock options ("the 2008 Elective Stock Options"). These stock options vested upon grant.
- (6) Stock Options granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest ratably over five annual installments commencing December 15, 2006

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.