Bankwell Financial Group, Inc.

Form 4

December 08, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCI						NGE (COMMISSION	OMB Number:	3235-0287		
Check thi if no long	er		ana ni					Expires:	January 31, 2005		
subject to Section 1 Form 4 or	6. SECURITIES							Estimated average burden hours per response 0.5			
Form 5 obligation may continue of the second	Section 17(a) of		tility Holo	ling Con	npany	Act o	ge Act of 1934, of 1935 or Section 40	n			
(Print or Type Responses)											
Gruseke Christopher R Symbol				Ticker or			5. Relationship of Reporting Person(s) to Issuer				
Ba [B			ll Financi	ial Group	o, Inc	•	(Check all applicable)				
(Last)	(First) (Middle	3. Date of (Month/D	Earliest Tr	ansaction			DirectorX Officer (give below)		% Owner her (specify		
	WELL FINANCIAL C., 220 ELM STREE	12/04/20 T	015				· · · · · · · · · · · · · · · · · · ·	sident & CEO			
(Street) 4. If Amen Filed(Mont NEW CANAAN, CT 06840				_	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State) (Zip)						Person				
1.Title of	2. Transaction Date 2A		e I - Non-D 3.			ities Ac	quired, Disposed of5. Amount of	f, or Beneficia 6. Ownership	7. Nature of		
Security	(Month/Day/Year) Ex	ecution Date, if	Transacti	TransactionAcquired (A) or			Securities I	Form: Direct	Indirect		
(Instr. 3) any (Month/Day/Year)			Code Disposed of (D) r) (Instr. 8) (Instr. 3, 4 and 5)				Owned	(D) or Indirect (I)	Beneficial Ownership		
							Following (Instr. 4) (Instr. 4) Reported				
					(A) or		Transaction(s) (Instr. 3 and 4)				
Common Stock (1)			Code V	Amount	(D)	Price		D			
Common Stock							5,000	D			
Common Stock (2)							14,000	D			
Common Stock (2)	12/04/2015		M	4,509	A	\$ 14	4,509	D			
Common Stock							42,025	I	Joint with Wife		

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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)

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. Transactic Code (Instr. 8)	5. Number out 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
Warrants (2)	\$ 14	12/04/2015		M	4,509	10/05/2015	12/05/2015	Common Stock	4,509

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gruseke Christopher R C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840

President & CEO

Signatures

/s/ Christopher R. Gruseke by POA

**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).

through December 5, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.

- 40,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan and will vest in four equal (1) installments of 25%, with the first installment to vest on December 31, 2015 and an additional 25% to vest on the anniversary of the vesting date thereafter.
- All 14,000 Shares were Units, upon exercise of the Warrants on December 4 2015, the Units became Common Stock. Each Unit consisted of one share of Common Stock and an attached Warrant which gives the Reporting Person the right to purchase .3221 shares of the Company's Common Stock at \$14.00 per share once exercised. The exercise period for the Warrants is currently set for October 5, 2015

Reporting Owners 2

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