

Bankwell Financial Group, Inc.
 Form 4
 December 02, 2015

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 *
 Lampert Todd

(Last) (First) (Middle)

C/O BANKWELL FINANCIAL GROUP, INC., 220 ELM STREET

(Street)

NEW CANAAN, CT 06840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Bankwell Financial Group, Inc. [BWFG]

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2015

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | | | | | 700 | D | |
| Common Stock ⁽²⁾ | | | | | 666 | D | |
| Common Stock | | | | | 15,484 | D | |
| Common Stock ⁽³⁾ | | | | | 2,950 | I | Held as Custodian for Minor |
| | 12/01/2015 | | M | 948 A | \$ 14 948 | I | |

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| Common Stock ⁽³⁾ | | | | | | | | Held as Custodian for Minor |
|-----------------------------|------------|--|---|-----|---|-----------|---|-----------------------------|
| Common Stock ⁽³⁾ | | | | | | 2,200 | D | |
| Common Stock ⁽³⁾ | 12/01/2015 | | M | 708 | A | \$ 14 708 | D | |
| Common Stock ⁽³⁾ | | | | | | 2,850 | I | Held by Wife |
| Common Stock ⁽³⁾ | 12/01/2015 | | M | 917 | A | \$ 14 917 | I | Held by Wife |
| Common Stock | | | | | | 5,732 | I | Held by Wife |

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

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(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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Stock Options ⁽⁴⁾ | \$ 15.5 | | | | | Date Exercisable: 12/22/2005 Expiration Date: 12/22/2015 | Common Stock | 1,620 |
| Stock Options ⁽⁴⁾ | \$ 16 | | | | | 03/29/2006 03/29/2016 | Common Stock | 1,500 |
| Stock Options ⁽⁵⁾ | \$ 17.5 | | | | | 12/13/2006 12/13/2016 | Common Stock | 4,125 |
| | \$ 20.7 | | | | | 12/12/2007 12/12/2017 | | 3,871 |

| | | | | | | | | | |
|-------------------------|---------|------------|---|-----|------------|------------|--|-----------------|-------|
| Stock Options (6) | | | | | | | | Common Stock | |
| Stock Options (6) | \$ 20.7 | | | | 12/12/2007 | 12/12/2017 | | Common Stock | 1,456 |
| Warrants (3) | \$ 14 | 12/01/2015 | M | 948 | 10/05/2015 | 12/05/2015 | | Common Stock | 948 |
| Warrants (3) | \$ 14 | 12/01/2015 | M | 708 | 10/05/2015 | 12/05/2015 | | Common Stock | 708 |
| Warrants (3) | \$ 14 | 12/01/2015 | M | 917 | 10/05/2015 | 12/05/2015 | | Common Stock | 917 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lampert Todd C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840 | X | | | |

Signatures

/s/ Todd Lampert
by POA

12/02/2015

**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) 1,400 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in four equal annual installments of 25%, with the first installment to vest on November 5, 2014 and an additional 25% to vest on each annual anniversary of the grant date thereafter. As of the Transaction Date, 700 Shares have vested.
- (2) 1,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. The shares vest in three substantially equal installments - the first immediately on December 15, 2014 and then on each of December 3, 2015 and December 3, 2016. As of the Transaction Date, 334 Shares have vested.
- (3) All Shares were Units, upon exercise of the Warrants on December 1 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 through December 5, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- (4) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
- (5) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (6) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested.

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