

Manos John G
Form 5
January 09, 2009

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

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1. Name and Address of Reporting Person *
Manos John G

(Last) (First) (Middle)

15W060 NORTH FRONTAGE
ROAD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Regional President - Affiliate

6. Individual or Joint/Group Reporting

(check applicable line)

BURR RIDGE, IL 60527

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â	38,085.9612	D	Â
Common Stock	Â	Â	Â	Â Â Â	17,722.2022	I	By 401(k) (1)
Common Stock	Â	Â	Â	Â Â Â	3,125.7041	I	By Employee Stock Ownership Plan (2)

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Common Stock	Â	Â	Â	Â	Â	Â	43,966.5291	I	By Partnership
Common Stock	Â	Â	Â	Â	Â	Â	3,937.0522	I	By spouse as custodian

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. I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 14.82	Â	Â	Â	Â Â	Â (3) 09/05/2011	Common Stock	4,167
Stock Options (Rights to Buy)	\$ 14.82	Â	Â	Â	Â Â	Â (4) 09/05/2011	Common Stock	41,667
Stock Options (Rights to Buy)	\$ 17.65	Â	Â	Â	Â Â	Â (5) 09/05/2011	Common Stock	25,000
Stock Options (Rights to Buy)	\$ 15.12	Â	Â	Â	Â Â	Â (6) 12/15/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Â	Â Regional President - Affiliate Â

Manos John G
15W060 NORTH FRONTAGE ROAD
BURR RIDGE, IL 60527

Signatures

/s/ F. Morgan Gasior, pursuant to power of
attorney

01/09/2009

__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) The information in this report is based on the 401k report dated December 31, 2008.
- (2) Reflects ESOP allocations that occurred since the date of the reporting person's last ownership report
Stock Option Awards granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program whereby the executive elected to receive their 2007 incentive compensation in the form of stock options and received an additional stock option grant equal to 10% of the 2008 Elective Stock Options. These additional stock options will vest 50% on December 15, 2008 and June 15, 2009.
- (3) Stock Options granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program whereby the executive elected to receive 2007 incentive compensation in the form of stock options ("the 2008 Elective Stock Options"). These stock options vested upon grant.
- (4) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest ratably over five equal annual installments commencing December 15, 2006
- (5) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest as follows: 10,000 on December 14, 2007, and 5,000 on December 15, 2008, 2009, and 2010
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.