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Bankwell Financial Group, Inc. Form 4 December 17, 2014

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FOR	M 4 UNITED	STATES SE	CUR	ITIES	AND EXCHAN	IGE (COMMISS	ION	OMB	VIB AP	PROV	
					n, D.C. 20549				Numb	er:	3235	-0287
if no lo		AENT OF CI		U	BENEFICIAI	. ow	NERSHIP	OF	Expire		Janua	ry 31, 2005
subject Section Form 4	16.				RITIES			01	Estima burder respor	n hour	verage s per	0.5
Form 5 obligati may co <i>See</i> Ins 1(b).	ons Section 17(a) of the Publ	lic Ut	ility Ho	he Securities Ex lding Company It Company Act	Act o	f 1935 or Se					
Print or Type	Responses)											
1. Name and Fitzpatrick	Address of Reporting William J		Issuer nbol	Name ar	nd Ticker or Trading	g	5. Relationsl Issuer	hip of I	Reportin	g Perso	on(s) to	
			nkwe WFG		cial Group, Inc.			(Check	all appl	licable)		
(Last)	(First) (Earliest (ay/Year)	Fransaction				tle	_ Other	Owner (specify	r
	KWELL FINANC NC., 220 ELM ST	IAL 12/	/15/20	•			below)		belo	w)		
	(Street)			ndment, I 1th/Day/Ye	Date Original ar)		6. Individua Applicable Li _X_ Form file	ne)				
NEW CAI	NAAN, CT 06840						Form file Person	d by Mo	ore than (One Rep	orting	
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative Securit	ties Aco	quired, Dispo	sed of,	or Ben	eficially	y Owne	d
1.Title of Security	2. Transaction Date (Month/Day/Year)				4. Securities onAcquired (A) or		Amount of ecurities	6. Own	ership		ture of ect Bene	eficial

1.Title	of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Securit	y	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) c	or	Securities	Ownership	Indirect Beneficial
(Instr. 3	3)		any	Code	Disposed	l of (D))	Beneficially	Form:	Ownership
×			(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3,		5)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Comn Stock								6,500	D	
Comn Stock								400	D	
Comn Stock								711	I	Deferred Compensation Plan
Comn Stock		12/15/2014		А	1,000	А	\$0	1,000	D	

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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)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Fitzpatrick William J C/O BANKWELL FINANCIAL GROUP, 220 ELM STREET NEW CANAAN, CT 06840	INC.	Х						
Signatures								
/s/ William J. Fitzpatrick by POA	17/2014							

**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).

400 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in four equal annual
(1) 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.

1,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. The shares vest in three

(2) substantially equal installments - the first immediately on December 15, 2014 and then on each of December 3, 2015 and December 3, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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