Bankwell Financial Group, Inc.

Form 5

February 17, 2015

redruary 1	7, 2013										
FORM	M 5								MB APPROVAL		
		STATES SE	S SECURITIES AND EXCHANGE COMMISSION					ON OMB Numb	er: 3235-0362		
Check this box if no longer subject			Washington, D.C. 20549					Expire	January 31, 2005		
to Section Form 4 of 5 obligate may con	or Form ANN tions tinue.	ANNUAL CTATEMENT OF CHANCES IN DENERICIAL						burde	Estimated average burden hours per response 1.0		
See Instr 1(b). Form 3 I Reported Form 4 Transact Reported	Filed pu Holdings Section 17	(a) of the Pub	tion 16(a) of the lic Utility Hold the Investment (	ing Com	pany	Act o	f 1935 or Sec				
1. Name and Jones Dani	Address of Reporting iel S	Syr	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			Bankwell Financial Group, Inc. [BWFG]				(Check all applicable)				
(Last)		(Ma 12)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014				_X_ Director 10% Owner Officer (give title below)				
	KWELL FINANC NC., 220 ELM S										
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group R							p Reporting				
Filed(Month/Day/Year)					(	heck applicable line)					
NEW CAN	NAAN, CT 06	840					_X_ Form Filed		rting Person One Reporting		
(City)	(State)	(Zip)	Table I - Non-De	erivative S	ecurit	ties Acc	quired, Dispose	ed of, or Ben	eficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	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)	ities Ownership Indirect Cicially Form: Ownersh ed at Direct (D) (Instr. 4) f or Indirect c's (I) Year (Instr. 4)				
Common Stock (1)	Â	Â	Â	Â	Â	Â	1,300	D	Â		
Common Stock (2)	Â	Â	Â	Â	Â	Â	1,000	D	Â		
Common Stock (3) (4)	Â	Â	Â	Â	Â	Â	7,833	I	Deferred Compensation Plan		

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Common Stock (3) (4)	Â	Â	Â	Â	Â	Â	2,513	I	Deferred Compensation Plan
Common Stock (5) (6)	Â	Â	Â	Â	Â	Â	117,681	D	Â
Common Stock (5) (6)	Â	Â	Â	Â	Â	Â	26,968	D	Â
Common Stock (5)	Â	Â	Â	Â	Â	Â	33,840	I	Joint with Wife
Common Stock (5)	Â	Â	Â	Â	Â	Â	26,968	I	Joint with Wife

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

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SEC 2270 (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)	of			te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 14.5	Â	Â	Â	Â	Â	03/01/2005	03/01/2015	Common Stock	330
Stock Options	\$ 15.5	Â	Â	Â	Â	Â	12/22/2005	12/22/2015	Common Stock	820
Stock Options	\$ 17.5	Â	Â	Â	Â	Â	12/13/2006	12/13/2016	Common Stock	2,900
Stock Options	\$ 20.7	Â	Â	Â	Â	Â	12/12/2007	12/12/2017	Common Stock	2,569

Warrants (4) (6) (7) \$ 14  $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$  10/01/2015 12/01/2015 Common Stock 18,182

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Daniel S

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

ÂXÂÂ

NEW CANAAN, CTÂ 06840

## **Signatures**

/s/ Daniel S.
Jones

02/17/2015

\*\*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).
- 1,300 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.
- 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
- (3) This Form 5 is being filed to update the total amount of Deferred Compensation shares held as of 1/16/2015 10,346 Shares.
  - This Form 5 is being filed to clarify the Reporting Person's ownership. Of the 10,346 Shares owed as Indirectly Owned/Deferred Compensation Plan 2,513 Shares are Units. Each Unit consists of one share of Common Stock and an attached Warrant which gives the
- (4) 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- (5) This Form 5 is being filed to clarify the Reporting Person's ownership. Of the 205,457 Shares previously reported; 144,649 of those Shares are held individually and 60,808 of those Shares are held jointly with Wife.
  - This Form 5 is being filed to clarify the Reporting Person's ownership. Of the Shares reported as Directly Owned 26,968 Shares are Units. Each Unit consists of one share of Common Stock and an attached Warrant which gives the Reporting Person the right to
- (6) 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table II.
  - This Form 5 is being filed to clarify the Reporting Person's ownership. All of the Shares owed as Indirectly Owned/Joint with Wife are Units. Each Unit consists of one share of Common Stock and an attached Warrant which gives the Reporting Person the right to
- (7) 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- (8) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
- (9) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (10) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested. Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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