Bankwell Financial Group, Inc.

Form 4 June 19, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

**SECURITIES** 

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Fieber James A

(First) C/O BANKWELL FINANCIAL

GROUP, INC., 220 ELM STREET

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

Bankwell Financial Group, Inc. [BWFG]

3. Date of Earliest Transaction

(Month/Day/Year)

06/17/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

\_ Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

\_X\_\_ Director

#### NEW CANAAN, CT 06840

(City)	(State)	$(Z_1p)$ Ta	ble I - Non	-Derivativ	e Secui	rities A	cquired, Dispose	d of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)				- <b> </b>	(2)		2,800	D	
Common Stock (2)							1,500	D	
Common Stock							13,506	I	Deferred Compensation Plan
Common Stock (3)							3,711	I	Deferred Compensation Plan

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Common Stock (4)						66,000	D	
Common Stock (5)						4,208	I	Joint with Wife
Common Stock						254,832	I	Held as Trustee
Common Stock (6)						10,406	I	Held as Trustee
Common Stock						117,116	D	
Common Stock	06/17/2015	P	1,000	A	\$ 17.96	1,000	D	
Common Stock	06/18/2015	P	535	A	\$ 17.92	535	D	

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

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SEC 1474 (9-02)

> 8. Pr Deri Secu (Inst

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and 2. Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 15.5					12/22/2005	12/22/2015	Common Stock	1,020
Stock Options	\$ 17.5					12/13/2006	12/13/2016	Common Stock	3,850
Stock Options	\$ 20.7					12/12/2007	12/12/2017	Common Stock	2,875

Warrants

 $\frac{(3)}{(6)} \frac{(4)}{(5)}$  \$ 14

10/01/2015 12/01/2015

Common Stock

27,161

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fieber James A C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840

X

**Signatures** 

/s/ James A. Fieber by POA

06/19/2015

\*\*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).
- 2,800 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.
- 1,500 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.
- All 3,711 Shares are Units. Each Unit consists 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- All 66,000 Shares are Units. Each Unit consists 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table II, and the associated Warrants in Table II.
- All 4,208 Shares are Units. Each Unit consists 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- All 10,406 Shares are Units. Each Unit consists 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 1, 2015 through December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- (7) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
- (8) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (9) 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 is insufficient, *see* Instruction 6 for procedure.

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