

BankFinancial CORP  
Form 4  
September 06, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**KOOPMANS SHERWIN**

(Last) (First) (Middle)

**15W060 NORTH FRONTAGE ROAD**

(Street)

**BURR RIDGE, IL 60527**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/02/2011**

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)                    | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------------|------------------------------|------------------|------------------|---|--------|------------------|-----------------|--------------|----------------------------|
|                               |                              |                  |                  | (A)   | (D)    |                  |                 |              |                            |
| Stock Options (Rights to Buy) | \$ 17.62                     | 09/02/2011       | D <sup>(1)</sup> |   | 28,000 | <u>(1)</u>       | 09/05/2011      | Common Stock | 28,000                     |
| Stock Options (Rights to Buy) | \$ 17.62                     | 09/02/2011       | A <sup>(1)</sup> | 28,000                                      |        | <u>(1)</u>       | 09/05/2012      | Common Stock | 28,000                     |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | D <sup>(2)</sup> |   | 38,664 | <u>(2)</u>       | 09/05/2011      | Common Stock | 38,664                     |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | A <sup>(2)</sup> | 38,664                                      |        | <u>(2)</u>       | 09/05/2012      | Common Stock | 38,664                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KOOPMANS SHERWIN<br>15W060 NORTH FRONTAGE ROAD<br>BURR RIDGE, IL 60527 |               |           | X       |       |

## Signatures

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

09/06/2011

\*\*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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The Stock Option Award was originally granted on September 5, 2006 and vested ratably over five annual installments commencing December 15, 2006.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The Stock Option Award was originally granted on February 26, 2008 and vested 25% on each of March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively.

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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