

Bankwell Financial Group, Inc.
 Form 4
 February 23, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Drexler Blake S

2. Issuer Name and Ticker or Trading Symbol
 Bankwell Financial Group, Inc.
 [BWFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW CANAAN, CT 06840

(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)	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)
				(A) or (D)	Amount (D) Price		
Common Stock ⁽¹⁾					3,500	D	
Common Stock ⁽²⁾					30,000	D	
Common Stock					16,697	I	Deferred Compensation Plan
Common Stock ⁽³⁾					5,800	I	Deferred Compensation Plan

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Common Stock						102,772	D	
Common Stock						3,872	I	Held as Trustee
Common Stock ⁽⁴⁾						41,112	I	Held as Trustee
Common Stock	02/20/2015		M	415	A	\$ 14.5	415	D

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)	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. Amount or Number of Shares
Stock Options ⁽⁵⁾	\$ 14.5	02/20/2015		M	415	03/01/2005 03/01/2015	Common Stock	415
Stock Options ⁽⁵⁾	\$ 15.5					12/22/2005 12/22/2015	Common Stock	950
Stock Options ⁽⁶⁾	\$ 17.5					12/13/2006 12/13/2016	Common Stock	3,050
Stock Options ⁽⁷⁾	\$ 20.7					12/12/2007 12/12/2017	Common Stock	2,788
Warrants ^{(3) (4)}	\$ 14					10/01/2015 12/01/2015	Common Stock	15,110

