Bankwell Financial Group, Inc. Form 5/A February 25, 2015

Common

(6)

Stock $\underline{^{(3)}}\underline{^{(4)}}$ Â

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Â Â 12,350

ebruary 25,	2015										
FORM	15								OMB A	PPROVA	L
		STATES	SECUR	RITIES ANI	D EXCH	IAN(GE CO	OMMISSIO	N OMB Number:	3235-	0362
Check this no longer		Washington, D.C. 20549								Januar	-
to Section Form 4 or 5 obligation may contin	16. Form ANN ons nue.	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									2005 1.0
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported									on		
. Name and A Lampert Too	ddress of Reporting l dd	Person <u>*</u>	Symbol	Name and Tick 211 Financial 7]				5. Relationship o Issuer (Che	of Reporting Per		
(Last)	(First) (N	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014				•	X Director Officer (giv below)	e title $\frac{10^{\circ}}{\text{below}}$ Oth	% Owner her (specify		
	WELL FINANCI C., 220 ELM S										
	(Street)			ndment, Date (nth/Day/Year) 015	Original			6. Individual or . (che	Joint/Group Rep		
NEW CANA	AAN, CT 068	40						_X_ Form Filed by Form Filed by Person	One Reporting I More than One F		
(City)	(State)	(Zip)	Tabl	e I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed	of, or Beneficia	ally Owned	1
.Title of Security Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I			Date, if Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		1
					Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)			
Common Stock (1)	Â	Â		Â	Â	Â	Â	1,400	D	Â	
Common Stock <u>(2)</u>	Â	Â		Â	Â	Â	Â	1,000	D	Â	

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D

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Common Stock (4)	Â	Â	Â	Â	Â	Â	2,200	D	Â
$\frac{\text{Common}}{\text{Stock } (3)} (5)$	Â	Â	Â	Â	Â	Â	2,850	Ι	Held by Wife
Common Stock (5)	Â	Â	Â	Â	Â	Â	2,950	Ι	Held as Custodian for Minor
Common Stock <u>(6)</u>	Â	Â	Â	Â	Â	Â	5,732	I	Held by Wife

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)	Secu Acq (A)	vative urities uired or oosed O) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		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	2,100
Stock Options	\$ 15.5	Â	Â	Â	Â	Â	12/22/2005	12/22/2015	Common Stock	1,620
Stock Options	\$ 16	Â	Â	Â	Â	Â	03/29/2006	03/29/2016	Common Stock	1,500
Stock Options	\$ 17.5	Â	Â	Â	Â	Â	12/13/2006	12/13/2016	Common Stock	4,125
Stock Options	\$ 20.7	Â	Â	Â	Â	Â	12/12/2007	12/12/2017	Common Stock	3,871
	\$ 20.7	Â	Â	Â	Â	Â	12/12/2007	12/12/2017		1,456

Stock Options									Common Stock	
Warrants (3) (4) (5)	\$ 14	Â	Â	Â	Â	Â	10/01/2015	12/01/2015	Common Stock	2,576

Reporting Owners

Reporting O	Relationships						
				Officer	Other		
Lampert Todd C/O BANKWELL F 220 ELM STREET NEW CANAAN, (ÂX	Â	Â	Â			
Signatures							
/s/ Todd Lampert by POA	02/25/2015						
**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).
- 1,400 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.

(3) This Form 5 is being filed to clarify the Reporting Person's ownership. Of the 23,132 Shares previously reported; 20,282 of those Shares are held individually and 2,850 of those Shares are held by Wife.

This Form 5 is being filed to clarify the Reporting Person's ownership. Of the 20,282 Shares reported as Directly Owned 2,200 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

(4) .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 of the Shares reported 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.

This Form 5A is being filed to clarify the Reporting Person's ownership. Of the 18,082 Shares previoulsy reported as Directly Owned
 (6) 5,732 of those Shares are Indirectly held by Wife. Total Shares Indirectly held by Wife are 8,582 Shares. Total Shares directly held by the Reporting Peron are 16,950 Shares.

- (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 provided is insufficient, see Instruction 6 for procedure.

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