Bankwell Financial Group, Inc.

Form 4

Common

Stock (3)

December 07, 2015

December 0	07, 2015							
FORM		OMB APPROVAL						
	UNITED		URITIES AND EXCHANG Washington, D.C. 20549	E COMMISSIO	ON OMB Numb	3235-0287		
Check the character of	nger				Expire	s: January 31, 2005		
subject t Section Form 4	to STATEN 16. or		ANGES IN BENEFICIAL O SECURITIES		burder respor	Estimated average burden hours per response 0.		
Form 5 obligation may cor <i>See</i> Install (b).	ons Section 17(a) of the Public	n 16(a) of the Securities Exchange Utility Holding Company Act of Envestment Company Act of	et of 1935 or Sec				
(Print or Type	Responses)							
1. Name and Address of Reporting Person * Jones Daniel S			suer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			well Financial Group, Inc. FG]	(Check all applicable)				
(Last)	(First) (te of Earliest Transaction th/Day/Year)	_X Director 10% Owner Officer (give title Other (specify below)				
	KWELL FINANC NC., 220 ELM ST		3/2015	below)	belo	w)		
	(Street)		Amendment, Date Original Month/Day/Year)	6. Individual of Applicable Line _X_ Form filed	e)			
NEW CAN	VAAN, CT 06840			Form filed Person	by More than (One Reporting		
(City)	(State)	(Zip) T	Sable I - Non-Derivative Securities	Acquired, Dispose	d of, or Bene	eficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code Disposed of (D) r) (Instr. 8) (Instr. 3, 4 and 5) (A)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C			Code V Amount (D) Price	(Instr 3 and 4)				
Common Stock (1)				650	D			
Common Stock (2)				334	D			
Common Stock				7,833	I	Deferred Compensation		

Plan

Plan

2,513

I

Deferred

Compensation

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Common Stock						120,147	D	
Common Stock (4)						26,968	D	
Common Stock	12/03/2015	M	8,686	A	\$ 14	8,686	D	
Common Stock						33,840	I	Joint with Wife
Common Stock (5)						26,968	I	Joint with Wife
Common Stock	12/03/2015	M	8,686	A	\$ 14	8,686	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 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 (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. Number coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.5					12/13/2006	12/13/2016	Common Stock	2,900
Stock Options	\$ 20.7					12/12/2007	12/12/2017	Common Stock	2,569
Warrants (3)	\$ 14					10/05/2015	12/05/2015	Common Stock	809
Warrants (4)	\$ 14	12/03/2015		M	8,686	10/05/2015	12/05/2015	Common Stock	8,686

Warrants \$ 14 12/03/2015 M 8,686 10/05/2015 12/05/2015 Common Stock 8,686

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Daniel S C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840

X

Signatures

/s/ Daniel S. 12/07/2015 Jones

**Signature of Date
Reporting Person

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(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. As of the Transaction Date, 650 Shares have vested.
- 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. As of the Transaction Date, 666 Shares have vested.
- All 2,513 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 5, 2015 through December 5, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
- All 26,968 Shares were Units, upon exercise of the Warrants on December 3 2015, the Units became Common Stock. Each Unit consisted 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 5, 2015 through December 5, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table II.
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- (6) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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