Bankwell Financial Group, Inc.

Form 4

April 17, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gruseke Christopher

Symbol

5. Relationship of Reporting Person(s) to

Issuer

Bankwell Financial Group, Inc.

2. Issuer Name and Ticker or Trading

[BWFG]

04/17/2015

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title below)

10% Owner Other (specify

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

(Street)

(State)

President & CEO

4. If Amendment, Date Original

(Zip)

Applicable Line)

Director

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW CANAAN, CT 06840

(City)

							1	,	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction	4. Securities Acquired tion(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)  (A) or			Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock (1)			Code v	Amount	(D)	rice	14,000	D	
Common Stock							36,625	I	Joint with Wife
Common Stock (2)	04/17/2015		A	40,000	A	\$0	40,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

(9-02)

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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. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S
				Code \	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants (1)	\$ 14					10/01/2015	12/01/2015	Common Stock	4,509	

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gruseke Christopher C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840

President & CEO

### **Signatures**

/s/ Christopher Gruseke by POA

04/17/2015

\*\*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).
- Each Unit consists of one share of Common Stock and an attached Warrant which gives the Reporting Person the right to purchse .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 though December 1, 2015. The associated Common Stock is disclosed in Table I, and the associated Warrants in Table
- 40,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan and will vest in four equal (2) installments of 25%, with the first installment to vest on December 1, 2015 and an additional 25% to vest on the anniversay of the vesting date thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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