

Bankwell Financial Group, Inc.
 Form 5
 January 29, 2016

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Fitzpatrick William J

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW CANAAN, CT 06840

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-----------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock <u>(1)</u> | ^ | ^ | ^ | ^ | ^ | ^ | 200 | D | ^ |
| Common Stock <u>(2)</u> | ^ | ^ | ^ | ^ | ^ | ^ | 334 | D | ^ |
| Common Stock <u>(3)</u> <u>(4)</u> | ^ | ^ | ^ | ^ | ^ | ^ | 4,084 | I | Deferred Compensation Plan |

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Common Stock ^ ^ ^ ^ ^ ^ 8,171 D ^

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

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SEC 2270 (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. 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Warrants (3) | \$ 14 | ^ | ^ | ^ | ^ ^ | 10/05/2015 12/05/2015 | Common Stock | 145 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|-------------------------------------------------------------------------------------------------------|-----|---|---|---|
| Fitzpatrick William J C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840 | ^ X | ^ | ^ | ^ |
|-------------------------------------------------------------------------------------------------------|-----|---|---|---|

Signatures

/s/ William J. Fitzpatrick 01/29/2016
by POA

__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).
- 400 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in four equal annual 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, 200 Shares have vested.

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- 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.

- This Form 5 is being filed to update the Deferred Compensation Warrants that were exercised in 2015. All 451 Shares were Units, upon exercise of the Warrants, the Units became Common Stock. Each Unit consists of one share of Common Stock and an attached Warrant
- (3) which gives the Reporting Person the right to purchase .3221 shares of the Company's Common Stock at \$14.00 per share once exercised (145 Shares). The exercise period for the Warrants was 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.
 - (4) This Form 5 is being filed to update the total amount of Deferred Compensation held as of 12/31/15 - 4,084.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.