

Bankwell Financial Group, Inc.
 Form 4
 January 12, 2017

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 *
 Jones Daniel 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)
 01/10/2017

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 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)
			Code	V Amount (D) Price			
Common Stock					325	D <u>(1)</u>	
Common Stock					13,304	I	Deferred Compensation Plan
Common Stock					228,854	D <u>(2)</u> <u>(3)</u>	
Common Stock	01/10/2017		A	1,000 A \$ 0	1,000	D <u>(4)</u>	

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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, all Shares have vested.
 - (3) 69,494 of Shares reported are owned jointly with Spouse.
- 1,000 shares of restricted stock granted on January 10, 2017, pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan and will
- (4) vest in two equal annual installments of 500 shares, with the first installment to vest on December 29, 2017 and the remaining 500 shares to vest on December 31, 2018.
 - (5) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested.

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