

PALMER JOHN W
Form 4
March 01, 2019

FORM 4

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PALMER JOHN W

(Last) (First) (Middle)

750 ELEVENTH STREET
SOUTH, SUITE 202

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BankFinancial CORP [BFIN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	(A) or (D)	Price			
Common Stock	02/27/2019		D		381,000	D	\$ 15.36	528,581 ⁽¹⁾	I	By Financial Edge Fund, L.P. ⁽²⁾
Common Stock	02/27/2019		D		149,000	D	\$ 15.36	205,575	I	By Financial Edge-Strategic Fund, L.P. ⁽³⁾
Common Stock	02/27/2019		D		105,000	D	\$ 15.36	146,545	I	By Goodbody/PL Capital, L.P. ⁽⁴⁾
Common Stock	02/27/2019		D		65,000	D	\$ 15.36	94,488	I	By PL Capital/Focused

Common Stock	0 ⁽¹⁾	I	Fund, L.P. ⁽⁵⁾ By Albernet OU ⁽⁶⁾
Common Stock	9,360	D	

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALMER JOHN W 750 ELEVENTH STREET SOUTH SUITE 202 NAPLES, FL 34102	X

Signatures

/s/ John W.
Palmer 03/01/2019

**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) Shares previously held by Albernet OU were transferred into Financial Edge Fund, L.P. in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- Financial Edge Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) Financial Edge-Strategic Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge-Strategic Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein.
- (3) Goodbody/PL Capital, L.P. is a Delaware limited partnership. Goodbody/PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Goodbody/PL Capital, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, Goodbody/PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) PL Capital/Focused Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of PL Capital/Focused Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Albernet OU is an Estonian company. PL Capital Advisors, LLC had certain discretionary authority over the shares of the reported securities held by Albernet OU prior to the transfer exempt pursuant to Rule 16a-13. Mr. Palmer is the holder of a 50% interest in PL Capital Advisors, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, if any.
- (6)

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

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