

Bankwell Financial Group, Inc.  
 Form 4  
 December 11, 2014

**FORM 4**

**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).

**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 \*  
**VERRICO ERNEST J SR**

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)  
**C/O BANKWELL FINANCIAL GROUP, INC., 220 ELM STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/09/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & CFO**

**NEW CANAAN, CT 06840**

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

(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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock						2,000	D	
Common Stock <sup>(1)</sup>						5,000	D	
Common Stock <sup>(2)</sup>						4,000	D	
Common Stock <sup>(3)</sup>						6,500	D	
Common Stock <sup>(4)</sup>	12/09/2014		A	5,775	A \$ 0	5,775	D	

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Common Stock <sup>(4)</sup> 12/09/2014 A 10,725 A \$ 0 10,725 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 or Value of Underlying Securities (Instr. 3 and 4)
Stock Options <sup>(5)</sup>	\$ 11			Code V (A) (D)		Date Exercisable: 03/04/2015 Expiration Date: 03/04/2020	Common Stock	Amount or Number of Shares: 4,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

VERRICO ERNEST J SR  
C/O BANKWELL FINANCIAL GROUP, INC.  
220 ELM STREET  
NEW CANAAN, CT 06840

EVP & CFO

## Signatures

/s/ Ernest J. Verrico 12/11/2014

\*\*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) 5,000 shares of restricted stock granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan and will vest in five equal annual installments of 20%, the first installment of 1,000 shares vested on March 22, 2012 and an additional 20% to vest on each annual anniversary of the grant date thereafter.

(2) 4,000 shares of restricted stock granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan and will vest in five equal annual installments of 20%, the first installment of 800 shares vested on March 21, 2013 and an additional 20% to vest on each annual anniversary of the grant date thereafter.

(3) 6,500 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.

(4) 16,500 shares of Bankwell Financial Group, Inc. stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. 5,775 of those shares are restricted stock that will vest in five equal annual installments of 20%, with the first installment to vest on December 1, 2015 and an additional 20% to vest on each annual anniversary of the vesting date thereafter. 10,725 of those shares are performance restricted stock and may vest when and if the performance goals are achieved, but in any event no earlier than December 1, 2017 and no later than December 1, 2019.

(5) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan and will become exercisable in five equal annual installments of 20%, with the first installment of 800 shares vested on March 4, 2011 and an additional 20% to vest on each annual anniversary of the grant 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.

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