Gruseke Christopher R Form 4 March 20, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

Bankwell Financial Group, Inc. [BWFG]

(Check all applicable)

President & CEO

(Last) (First) (Middle)

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

03/18/2019

Director X\_ Officer (give title below)

10% Owner \_ Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

NEW CANAAN, CT 06840

| (City)                               | City) (State) (Zip)                  |   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |     |  |  |   |     |  |  |
|--------------------------------------|--------------------------------------|---|--|--|-----|--|--|---|-----|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8)  | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price |     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |     |  |  |
| Common<br>Stock                      |                                      |   |  |  | (-) |  | 109,785  | D (1)   |     |  |  |
| Common<br>Stock                      |                                      |   |  |  |     |  | 5,000  | I   | IRA |  |  |
| Common<br>Stock                      |                                      |   |  |  |     |  | 3,333  | D (2)   |     |  |  |
| Common<br>Stock                      |                                      |   |  |  |     |  | 5,000  | D (2)   |     |  |  |
| Common<br>Stock                      | 03/18/2019                           |   | A  | 3,750  | A   | \$ 0   | 3,750  | D (3)   |     |  |  |

#### Edgar Filing: Gruseke Christopher R - Form 4

Common Stock 03/18/2019 A 3,750 A \$ 0 3,750 D (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | of<br>ring<br>es | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|---|------------------|---|---|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title N   | lumber           |   |   |

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

President & CEO

## **Signatures**

/s/ Christopher R. Gruseke by POA 03/20/2019

\*\*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) 71,795 Shares reported are owned jointly with Spouse.
- (2) 10,000 shares of Bankwell Financial Group, Inc. stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. 5,000 of those shares are restricted stock that will vest in three substantially equal annual installments, with the first installment to vest on February 7, 2019 and the second and third installments to vest on each annual anniversary of the vesting date thereafter. As of the

Reporting Owners 2

#### Edgar Filing: Gruseke Christopher R - Form 4

Transaction Date, 1,667 Shares have vested. 5,000 of those shares are performance restricted stock and may vest when and if the performance goal is achieved.

7,500 shares of Bankwell Financial Group, Inc. stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. 3,750 of those shares are restricted stock that will vest in three substantially equal annual installments, with the first installment to vest on February 7, 2020 and the second and third installments to vest on each annual anniversary of the vesting date thereafter. 3,750 of those shares are performance restricted stock and may vest when and if the performance goal is achieved.

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