

Gruseke Christopher R
 Form 4
 March 20, 2019

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 *
 Gruseke Christopher R

2. Issuer Name and Ticker or Trading Symbol
 Bankwell Financial Group, Inc.
 [BWFG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 President & CEO

(Last) (First) (Middle)
 C/O BANKWELL FINANCIAL GROUP, INC., 220 ELM STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/18/2019

NEW CANAAN, CT 06840

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 109,785 | D <u>(1)</u> | |
| Common Stock | | | | | 5,000 | I | IRA |
| Common Stock | | | | | 3,333 | D <u>(2)</u> | |
| Common Stock | | | | | 5,000 | D <u>(2)</u> | |
| Common Stock | 03/18/2019 | | A | 3,750 A \$ 0 | 3,750 | D <u>(3)</u> | |

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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.

- (3) 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.

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