Bankwell Financial Group, Inc.

Form 4/A

December 17, 2014

December 1	7, 2014											
FORM	$14_{\text{UNITED}}$	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
Washington, D.C. 20549								er: 3235-028	87			
Check the if no lon subject to Section Form 4 controls.	ger so STATEM 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							31, 05 ).5			
Form 4 or Form 5 obligations may continue.  See Instruction 1(b).  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 A Fitzpatrick	Symbol	ell Finan	nd Ticker or Trading	Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)							
(Last)  C/O BANK GROUP, IN	3. Date of	of Earliest ( Day/Year)	Γransaction	X Director Officer (gives)	Officer (give title Other (specify							
NEW CAN	4. If Amendment, Date Original Filed(Month/Day/Year) 05/19/2014			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securit	ties Acquired, Disposed	of, or Bene	eficially Owned				
1.Title of Security (Month/Day/Year) Execution any (Month/D			Date, if	3. Transacti Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Beneficially For Owned Downed Following or Reported (I	ownership orm: oirect (D) r Indirect	7. Nature of Indirect Beneficia Ownership (Instr. 4)	al			

(Instr. 3)		any	Code	Dispose	d of (I	<b>)</b> )	Beneficially	Form:	Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Direct (D) or Indirect	(Instr. 4)	
					(4)		Reported	(I)	
					(A) or		Transaction(s)	(Instr. 4)	
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common							5,000	D	
Stock									
Common Stock (1)							400	D	
Common Stock	05/15/2014		P	1,500	A	\$ 18	1,500	D	
Stock									<b>~</b> .
Common Stock (2)	05/15/2014		P	711	A	\$ 18	711	I	Deferred Compensation Plan

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	erivative Conversion (Month/Day/Year)		Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	(ear)	Under	lying	Security	,
(Instr. 3) Pr		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	]
Derivative						Securities			(Instr. 3 and 4)			(
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
		(Instr. 3,										
						4, and 5)						
										A		
										Amount		
							Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number			
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fitzpatrick William J C/O BANKWELL FINANCIAL GROUP, INC. 220 ELM STREET NEW CANAAN, CT 06840

X

## **Signatures**

/s/ William J. Fitzpatrick by POA

12/17/2014

\*\*Signature of Reporting Person

## **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).
- 400 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in four equal annual (1) 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.
- (2) 572 Shares were incorrectly reported to be held in the Deferred Compensation Plan on the previous Section 16 filing. The correct number of Shares held in the Deferred Compensation Plan are 711 Shares.

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.

Reporting Owners 2