

Bankwell Financial Group, Inc.

Form 3/A

May 19, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Fieber James A

(Last) (First) (Middle)

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

(Street)

NEW CANAAN, Â CT Â 06840

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/14/2014

3. Issuer Name **and** Ticker or Trading Symbol

Bankwell Financial Group, Inc. [BWFG]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

05/14/2014

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

70,873

D

Â

Common Stock

265,238

I

Held as Trustee

Common Stock ⁽¹⁾

2,800

D

Â

Common Stock ⁽²⁾

7,360

I

Deferred Compensation Plan

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options <u>(3)</u>	03/01/2005	03/01/2015	Common Stock	340	\$ 14.5	D	Â
Stock Options <u>(3)</u>	12/22/2005	12/22/2015	Common Stock	1,020	\$ 15.5	D	Â
Stock Options <u>(4)</u>	12/13/2006	12/13/2016	Common Stock	3,850	\$ 17.5	D	Â
Stock Options <u>(5)</u>	12/12/2007	12/12/2017	Common Stock	2,875	\$ 20.7	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fieber James A
C/O BANKWELL FINANCIAL GROUP, INC.
220 ELM STREET
NEW CANAAN, CT 06840

Â X Â Â Â

Signatures

/s/ James A. Fieber
by POA

05/19/2014

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2,800 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.
- (2) 7,360 shares were inadvertently reported as being owned as Direct. These shares are held Indirectly in the Issuer's Deferred Compensation Plan for Directors.
- (3) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
- (4) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (5) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested.

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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