

Bankwell Financial Group, Inc.  
 Form 5  
 February 02, 2016

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 DeWyngaert Heidi

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP & CLO

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW CANAAN, CT 06840

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock <sup>(1)</sup>     | Â                                    | Â  | Â                              | Â   | Â          | Â     | 1,000  | D  | Â                                 |
| Common Stock <sup>(2)</sup>     | Â                                    | Â  | Â                              | Â   | Â          | Â     | 2,200  | D  | Â                                 |
| Common Stock <sup>(3)</sup>     | Â                                    | Â  | Â                              | Â   | Â          | Â     | 2,000  | D  | Â                                 |
| Common Stock <sup>(4)</sup>     | Â                                    | Â  | Â                              | Â   | Â          | Â     | 3,250  | D  | Â                                 |

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|                         |   |   |   |   |   |   |        |   |                    |
|-------------------------|---|---|---|---|---|---|--------|---|--------------------|
| Common Stock <u>(5)</u> | Â | Â | Â | Â | Â | Â | 5,040  | D | Â                  |
| Common Stock <u>(5)</u> | Â | Â | Â | Â | Â | Â | 3,978  | D | Â                  |
| Common Stock <u>(5)</u> | Â | Â | Â | Â | Â | Â | 7,722  | D | Â                  |
| Common Stock <u>(6)</u> | Â | Â | Â | Â | Â | Â | 22,310 | D | Â                  |
| Common Stock <u>(6)</u> | Â | Â | Â | Â | Â | Â | 11,486 | I | Joint with Husband |

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. Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-------------------------------|--------|
|  |  |                                      |  |                                | (A)   | (D)  | Date Exercisable | Expiration Date   | Title                         |        |
| Stock Options <u>(7)</u>                   | \$ 16  | Â                                    | Â  | Â                              | Â   | Â  | 03/29/2009       | 03/29/2016  | Common Stock                  | 2,000  |
| Stock Options <u>(8)</u>                   | \$ 20.7  | Â                                    | Â  | Â                              | Â   | Â  | 01/02/2011       | 01/02/2018  | Common Stock                  | 4,000  |
| Stock Options <u>(8)</u>                   | \$ 20.7  | Â                                    | Â  | Â                              | Â   | Â  | 03/26/2015       | 03/26/2018  | Common Stock                  | 12,000 |
| Stock Options <u>(9)</u>                   | \$ 12.64   | Â                                    | Â  | Â                              | Â   | Â  | 06/23/2014       | 06/23/2019  | Common Stock                  | 1,500  |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| DeWyngaert Heidi<br>C/O BANKWELL FINANCIAL GROUP, INC.<br>220 ELM STREET<br>NEW CANAAN, CT 06840 | ^             | ^         | ^ EVP & CLO | ^     |

## Signatures

/s/ Heidi DeWyngaert  
by POA

02/02/2016

\_\_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. 4,000 Shares have fully vested.
  - (2) 5,500 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 1,100 shares vested on March 21, 2013 and an additional 20% to vest on each annual anniversary of the grant date thereafter. 3,300 Shares have fully vested.
  - (3) 5,000 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in five equal annual installments of 20%, with the first installment of 1,000 shares vested on March 17, 2013 and an additional 20% to vest on each annual anniversary of the grant date thereafter. 3,000 Shares have fully vested.
  - (4) 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. 3,250 Shares have fully vested.
  - (5) 18,000 shares of Bankwell Financial Group, Inc. stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. 6,300 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. 1,260 Shares have fully vested. 3,978 of those shares are restricted stock that will vest in four equal annual installments of 25%, with the first installment to vest on December 1, 2016 and an additional 25% to vest on each annual anniversary of the vesting date thereafter. 7,722 of those shares are performance restricted stock and may vest when and if the performance goals are achieved, but in any event no later than December 1, 2019.
  - (6) This Form 5 is being filed to clarify the Reporting Person's Direct and Joint with Husband ownership.
  - (7) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
  - (8) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested.
  - (9) 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 provided 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.