

Bankwell Financial Group, Inc.
 Form 4
 December 08, 2015

FORM 4 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).

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
 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)
 12/04/2015

NEW CANAAN, CT 06840

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	Price		
				Code	V	Amount	
Common Stock ⁽¹⁾						40,000	D
Common Stock						5,000	D
Common Stock ⁽²⁾						14,000	D
Common Stock ⁽²⁾	12/04/2015		M	4,509	A	\$ 14 4,509	D
Common Stock						42,025	I Joint with Wife

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

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

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, and 8. Amount or Number of Shares. Data row shows Warrants (2) with price \$14, date 12/04/2015, code M, 4,509 units, and 12/05/2015 expiration, underlying Common Stock of 4,509 shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Gruseke Christopher R is listed with address C/O BANKWELL FINANCIAL GROUP, INC., 220 ELM STREET, NEW CANAAN, CT 06840, and relationship President & CEO.

Signatures

/s/ Christopher R. Gruseke by POA 12/08/2015
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) 40,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan...
(2) All 14,000 Shares were Units, upon exercise of the Warrants on December 4 2015, the Units became Common Stock. Each Unit consisted of one share of Common Stock and an attached Warrant...

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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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