

Bankwell Financial Group, Inc.  
 Form 5  
 February 17, 2015

# FORM 5

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

OMB APPROVAL

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 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 \*  
**Lampert Todd**

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

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

**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**

(City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 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)
				(A) or (D) Price			
Common Stock <u>(1)</u>	^	^	^	^ ^ ^	1,400	D	^
Common Stock <u>(2)</u>	^	^	^	^ ^ ^	1,000	D	^
Common Stock <u>(3) (4)</u>	^	^	^	^ ^ ^	18,082	D	^
Common	^	^	^	^ ^ ^	2,200	D	^

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Stock <sup>(4)</sup>

Common Stock <sup>(3)</sup> <sup>(5)</sup>	Â	Â	Â	Â	Â	Â	2,850	I	Held by Wife
Common Stock <sup>(5)</sup>	Â	Â	Â	Â	Â	Â	2,950	I	Held as Custodian for Minor

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

**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.**

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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 <sup>(6)</sup>	\$ 14.5	Â	Â	Â	Â	03/01/2005	03/01/2015	Common Stock	2,100
Stock Options <sup>(6)</sup>	\$ 15.5	Â	Â	Â	Â	12/22/2005	12/22/2015	Common Stock	1,620
Stock Options <sup>(6)</sup>	\$ 16	Â	Â	Â	Â	03/29/2006	03/29/2016	Common Stock	1,500
Stock Options <sup>(7)</sup>	\$ 17.5	Â	Â	Â	Â	12/13/2006	12/13/2016	Common Stock	4,125
Stock Options <sup>(8)</sup>	\$ 20.7	Â	Â	Â	Â	12/12/2007	12/12/2017	Common Stock	3,871
Stock Options <sup>(8)</sup>	\$ 20.7	Â	Â	Â	Â	12/12/2007	12/12/2017	Common Stock	1,456
	\$ 14	Â	Â	Â	Â	10/01/2015	12/01/2015		2,576

