Cloutier Paul A Form 4 September 06, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

BankFinancial CORP [BFIN]

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cloutier Paul A

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/02/2011

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) **EVP & Chief Financial Officer**

15W060 NORTH FRONTAGE ROAD

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BURR RIDGE, IL 60527

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011		D <u>(1)</u>		85,000	<u>(1)</u>	09/05/2011	Common Stock	85,00
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011		A(1)	85,000		<u>(1)</u>	09/05/2012	Common Stock	85,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		D(2)		60,000	(2)	09/05/2011	Common Stock	60,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		A(2)	60,000		(2)	09/05/2012	Common Stock	60,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		D(3)		6,000	(3)	09/05/2011	Common Stock	6,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		A(3)	6,000		(3)	09/05/2012	Common Stock	6,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Cloutier Paul A 15W060 NORTH FRONTAGE ROAD BURR RIDGE, IL 60527

EVP & Chief Financial Officer

Signatures

/s/ F. Morgan Gasior, pursuant to power of attorney 09/06/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (1) and the grant of a replacement option. The Stock Option Award was originally granted on September 5, 2006 and vested ratably over five annual installments commencing December 15, 2006.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (2) and the grant of a replacement option. The Stock Option Award was originally granted on February 26, 2008 and vested immediately
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (3) and the grant of a replacement option. The Stock Option Award was originally granted on February 26, 2008 and vested 50% on December 15, 2008 and 50% on June 15, 2009.

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.