

Cloutier Paul A
Form 4
March 11, 2009

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 *
Cloutier Paul A

(Last) (First) (Middle)
15W060 NORTH FRONTAGE ROAD
(Street)

BURR RIDGE, IL 60527

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BankFinancial CORP [BFIN]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2009		S			15,000	D	7.9277 <u>(1)</u>	120,000	D	
Common Stock									3,125.7041	I	By Employee Stock Ownership Plan <u>(2)</u>

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 14.82					(3)		09/05/2011		Common Stock	6,000
Stock Options (Rights to Buy)	\$ 14.82					(4)		09/05/2011		Common Stock	60,000
Stock Options (Rights to Buy)	\$ 17.62					(5)		09/05/2011		Common Stock	85,000

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

03/11/2009

__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).

The weighted average sale price for the transactions reported was \$7.92770. The range of the sales price was a low of \$7.87 and a high of \$8.00. The reporting person will supply the Staff, the Issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) Reflects ESOP allocations and dispositions that occurred since the date of the reporting person's last ownership report

(3) Stock Option Awards granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program whereby the executive elected to receive their 2007 incentive compensation in the form of stock options and received an additional stock option grant equal to 10% of the 2008 Elective Stock Options. These additional stock options will vest 50% on December 15, 2008 and June 15, 2009.

(4) Stock Options granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program whereby the executive elected to receive 2007 incentive compensation in the form of stock options ("the 2008 Elective Stock Options"). These stock options vested upon grant.

(5) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest ratably over five annual installments commencing December 15, 2006

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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