

BankFinancial CORP
Form 4
August 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PALMER JOHN W

(Last) (First) (Middle)

47 EAST CHICAGO AVENUE,
SUITE 328

(Street)

NAPERVILLE, IL 60540

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 07/27/2015 | | W | V 1,525 A \$ 0 | 2,525 | D | |
| Common Stock | | | | | 864,562 | I | By Financial Edge Fund, L.P. <u>(1)</u> |
| Common Stock | | | | | 354,575 | I | By Financial Edge-Strategic Fund, L.P. <u>(2)</u> |
| Common Stock | | | | | 251,545 | I | By Goodbody/PL Capital, L.P. <u>(3)</u> |

Edgar Filing: BankFinancial CORP - Form 4

| | | | |
|--------------|---------|---|---------------------------------------------|
| Common Stock | 159,488 | I | By PL Capital/Focused Fund, L.P. <u>(4)</u> |
| Common Stock | 45,019 | I | by Albetnet OU <u>(5)</u> |

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.

SEC 1474
(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 | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 11.99 | 08/10/2015 | | A | | 35,000 | | <u>(6)</u> | 06/26/2017 | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PALMER JOHN W 47 EAST CHICAGO AVENUE, SUITE 328 NAPERVILLE, IL 60540 | X | | | |

Signatures

/s/ John W. Palmer 08/12/2015

**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) Financial Edge Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) Financial Edge-Strategic Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge-Strategic Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein.

(3) Goodbody/PL Capital, L.P. is a Delaware limited partnership. Goodbody/PL Capital, LLC is a Delaware limited liability company and the sole General Partner of Goodbody/PL Capital, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, Goodbody/PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(4) PL Capital/Focused Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of PL Capital/Focused Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(5) Albnert OU is an Estonian company. PL Capital Advisors, LLC has certain discretionary authority over the shares of the reported securities held by Albnert OU. Mr. Palmer is the holder of a 50% interest in PL Capital Advisors, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, if any.

(6) The stock options vest and become exercisable in four equal installments on 9/30/15, 12/31/15, 3/31/16 and 6/30/16.

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.