

Francis Cassandra J
Form 4
September 06, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Francis Cassandra J

(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)
09/02/2011

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011	D <u>(1)</u>			10,000	<u>(1)</u>	09/05/2011	Common Stock	10,000
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011	A <u>(1)</u>		10,000		<u>(1)</u>	09/05/2012	Common Stock	10,000
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011	D <u>(2)</u>			38,664	<u>(2)</u>	09/05/2011	Common Stock	38,664
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011	A <u>(2)</u>		38,664		<u>(2)</u>	09/05/2012	Common Stock	38,664
Stock Options (Rights to Buy)	\$ 15.12						<u>(3)</u>	12/15/2012	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francis Cassandra J 15W060 NORTH FRONTAGE ROAD BURR RIDGE, IL 60527		X		

Signatures

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

09/06/2011

 **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 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.

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- 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 25% on each of March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively.
 - (3) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest as follows: 400 options on December 14, 2007 and 200 options on December 15, 2008, 2009, and 2010.

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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