Wells Terry R Form 4 September 06, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box

if no longer subject to Section 16. Form 4 or

obligations may continue. See Instruction 1(b).

Form 5

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 * Wells Terry R

(First) (Middle) (Last)

15W060 NORTH FRONTAGE ROAD

(Street)

BankFinancial CORP [BFIN]

(Month/Day/Year)

09/02/2011

4. If Amendment, Date Original

3.

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

Filed(Month/Day/Year)

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

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

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

BURR RIDGE, IL 60527

Security

(City) (State) (Zip)

or Exercise

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

(A) or (Instr. 3 and 4) Code V Amount (D) Price

Owned Following Reported Transaction(s)

5. Amount of

Securities

Beneficially

Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

6. Ownership

(Instr. 4)

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Estimated average

burden hours per

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

any

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if

4. Code

5. Number of TransactionDerivative Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

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

1

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dis (D) (Instr. 3, 4					
				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>		32,000	<u>(1)</u>	09/05/2011	Common Stock	32,00
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011		A(1)	32,000		<u>(1)</u>	09/05/2012	Common Stock	32,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		D(2)		38,664	<u>(2)</u>	09/05/2011	Common Stock	38,66
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		A(2)	38,664		(2)	09/05/2012	Common Stock	38,66

Reporting Owners

Reporting Owner Name / Address	Relationships						
·	Director	10% Owner	Officer	Other			
Wells Terry R							
15W060 NORTH FRONTAGE ROAD	X						

Signatures

BURR RIDGE, IL 60527

/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 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.

Reporting Owners 2

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The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option 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.

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.