BankFinancial CORP Form 4 June 29, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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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).

Stock

(Print or Type Responses)

	ddress of Reporting P S SHERWIN	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		BankFin	ancial CORP	[BFIN]	(Che	eck all applicable	e)		
(Last)	(First) (M	iddle) 3. Date of	Earliest Transac	tion					
		(Month/Da	-		_X_ Director		6 Owner		
15W060 NO ROAD	RTH FRONTAG	E 06/26/20	06/26/2012			ve title Oth below)	er (specify		
	(Street)	4. If Amen	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
BURR RIDO	GE, IL 60527	Filed(Mont	h/Day/Year)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po			
(City)	(State) (Z	Zip) Table	I - Non-Deriva	ntive Securities Acc		of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed		Securities	5. Amount of	6. Ownership	7. Nature of		
` ,		Execution Date, if	1 ( )		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)		sposed of (D) str. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Month/Day/Tear)	(Ilisti. 6) (Ilis	su. 5, 4 and 5)	Following	(Instr. 4)	(Instr. 4)		
				(A) or	Reported Transaction(s) (Instr. 3 and 4)	(======================================	(		
Common			Code V Am	nount (D) Price					
Stock					48,000	D			

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)

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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. Transactic Code (Instr. 8)	5. onNumber 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 Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Rights to Buy)	\$ 14.82					<u>(1)</u>	09/05/2011	Common Stock	0	
Stock Options (Rights to Buy)	\$ 17.62					(2)	09/05/2011	Common Stock	0	
Stock Options (Rights to Buy)	\$ 14.82					<u>(1)</u>	09/05/2012	Common Stock	38,664	
Stock Options (Rights to Buy)	\$ 17.62					(2)	09/05/2012	Common Stock	28,000	

# **Reporting Owners**

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

# **Signatures**

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

06/29/2012 Date

\*\*Signature of Reporting Person

### **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).

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- 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 February 26, 2008 and vested 25% on each of March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively.
- 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 September 5, 2006 and vested 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. 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.