Cloutier Paul A Form 4 September 06, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cloutier Paul A

Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

BankFinancial CORP [BFIN]

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

15W060 NORTH FRONTAGE ROAD

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

09/02/2011

EVP & Chief Financial Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

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

BURR RIDGE, IL 60527

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

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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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 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securitie Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4) any

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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)					
				Code V	7 (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>		85,000	<u>(1)</u>	09/05/2011	Common Stock	85,00
Stock Options (Rights to Buy)	\$ 17.62	09/02/2011		A <u>(1)</u>	85,000		<u>(1)</u>	09/05/2012	Common Stock	85,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		D(2)		60,000	(2)	09/05/2011	Common Stock	60,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		A(2)	60,000		<u>(2)</u>	09/05/2012	Common Stock	60,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		D(3)		6,000	(3)	09/05/2011	Common Stock	6,00
Stock Options (Rights to Buy)	\$ 14.82	09/02/2011		A(3)	6,000		(3)	09/05/2012	Common Stock	6,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
, ,	Director	10% Owner	Officer	Other			
Clautian Davil A							

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 09/06/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- 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 immediately
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (3) and the grant of a replacement option. The Stock Option Award was originally granted on February 26, 2008 and vested 50% on December 15, 2008 and 50% on June 15, 2009.

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.