

Manos John G  
 Form 4  
 September 06, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Manos John G

(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)  
 Regional President - Affiliate

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 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 Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)                    | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A)    | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------------|------------------------------|------------------|------------------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| Stock Options (Rights to Buy) | \$ 17.65                     | 09/02/2011       | D <sup>(1)</sup> |   | 25,000 |     | <u>(1)</u>       | 12/04/2011      | Common Stock | 25,000                     |
| Stock Options (Rights to Buy) | \$ 17.65                     | 09/02/2011       | A <sup>(1)</sup> | 25,000                                      |        |     | <u>(1)</u>       | 12/04/2012      | Common Stock | 25,000                     |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | D <sup>(2)</sup> |   | 41,667 |     | <u>(2)</u>       | 09/05/2011      | Common Stock | 41,667                     |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | A <sup>(2)</sup> | 41,667                                      |        |     | <u>(2)</u>       | 09/05/2012      | Common Stock | 41,667                     |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | D <sup>(3)</sup> |   | 4,167  |     | <u>(3)</u>       | 09/05/2011      | Common Stock | 4,167                      |
| Stock Options (Rights to Buy) | \$ 14.82                     | 09/02/2011       | A <sup>(3)</sup> | 4,167                                       |        |     | <u>(3)</u>       | 09/05/2012      | Common Stock | 4,167                      |
| Stock Options (Rights to Buy) | \$ 15.12                     |                  |                  |   |        |     | <u>(4)</u>       | 12/14/2012      | Common Stock | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Manos John G<br>15W060 NORTH FRONTAGE ROAD<br>BURR RIDGE, IL 60527 |               |           | Regional President - Affiliate |       |

## 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).

(1) 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 December 4, 2006 and vested ratably over five annual installments commencing December 15, 2006.

(2) 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 immediately upon grant.

(3) 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 50% on December 15, 2008 and 50% on June 15, 2009.

(4) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest as follows: 10,000 options on December 14, 2007, and 5,000 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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