

BankFinancial CORP
Form 4
February 28, 2008

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 *
Gasior F Morgan

(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)
02/26/2008

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)
Chairman, CEO & President

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/30/2007		G	V 25,000 D \$ 0	142,500	D	
Common Stock	11/30/2007		G	V 25,000 A \$ 0	97,500	I	By spouse's trust ⁽¹⁾
Common Stock	12/26/2007		G	V 25,000 D \$ 0	117,500	D	
Common Stock	12/26/2007		G	V 25,000 A \$ 0	122,500	I	By spouse's trust ⁽¹⁾
Common Stock					11,791.1402	I	By 401k ⁽²⁾

Common Stock	1,855.6957	I	By Employee Stock Ownership Plan ⁽³⁾
Common Stock	2,500	I	By spouse's IRA ⁽¹⁾

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 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. Transaction Code (Instr. 8)	5. Number 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 14.82	02/26/2008		A	100,000	⁽⁴⁾ 09/05/2011	Common Stock 100,000
Stock Options (Rights to Buy)	\$ 17.62					⁽⁵⁾ 09/05/2011	Common Stock 125,000
Stock Options (Rights to Buy)	\$ 17.62					⁽⁶⁾ 09/05/2011	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gasior F Morgan 15W060 NORTH FRONTAGE ROAD BURR RIDGE, IL 60527	X		Chairman, CEO & President	

Signatures

/s/ F. Morgan
Gasior

02/28/2008

__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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) The information in this report is based on the 401k report dated February 25, 2008
- (3) Reflects ESOP allocations and dispositions that occurred since the date of the reporting person's last ownership report
Stock Option Awards granted pursuant to the February 2008 amendment to the 2007 management incentive compensation program
- (4) whereby the executive elected to receive their 2007 incentive compensation in the form of stock options (the 2008 Elective Stock Options?). These stock options vested upon grant.
- (5) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest ratably over five annual installments commencing December 15, 2006
On September 5, 2006, the reporting person was granted an option to purchase 75,000 shares of common stock. The option vests equally
- (6) over three performance periods based on the issuer's satisfaction of certain performance goals. The performance criteria for the year ended December 31, 2006 and the 9 months ended September 30, 2007 were met, resulting in the vesting of the options as to 50,000 shares.

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.