

Stelter Donald F
Form 4
January 09, 2009

FORM 4

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

OMB APPROVAL

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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 *
Stelter Donald F

(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)
11/24/2008

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)
EVP of 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 11/24/2008 | | S | | 500 | D | |
| | | | | | \$ 9.55 | | 14,500 |
| Common Stock | 11/24/2008 | | S | | 200 | D | |
| | | | | | \$ 9.54 | | 14,300 |
| Common Stock | 11/24/2008 | | S | | 200 | D | |
| | | | | | \$ 9.42 | | 14,100 |
| Common Stock | 11/24/2008 | | S | | 200 | D | |
| | | | | | \$ 9.36 | | 13,900 |
| Common Stock | 11/24/2008 | | S | | 100 | D | |
| | | | | | \$ 9.32 | | 13,800 |

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| | | | | | | | | |
|--------------|------------|---|-----|---|---------|------------|---|---|
| Common Stock | 11/24/2008 | S | 400 | D | \$ 9.28 | 13,400 | D | |
| Common Stock | | | | | | 21,777.413 | I | By 401k ⁽¹⁾ |
| Common Stock | | | | | | 100 | I | By daughter |
| Common Stock | | | | | | 3,090.7388 | I | By Employee Stock Ownership Plan ⁽²⁾ |

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

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(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 (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) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Options (Rights to Buy) | \$ 17.62 | | | | | ⁽³⁾ | 09/05/2011 | Common Stock | 85,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stelter Donald F 15W060 NORTH FRONTAGE ROAD BURR RIDGE, IL 60527 | | | EVP of Affiliate | |

Signatures

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

01/09/2009

__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 information in this report is based on the 401k report dated December 31, 2008.
- (2) Reflects ESOP allocations that occurred since the date of the reporting person's last ownership report
- (3) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest 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.