

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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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 *
Francis Cassandra J

(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)

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			
Common Stock					12,500	D	

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)

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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. 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. Amount or Number of Shares
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 14.82	02/26/2008	(1)	09/05/2011	Common Stock	38,664
Stock Options (Rights to Buy)	\$ 15.12		(2)	12/15/2012	Common Stock	1,000
Stock Options (Rights to Buy)	\$ 17.62		(3)	09/05/2011	Common Stock	10,000

Reporting Owners

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

Signatures

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

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).

- Stock Option Awards granted pursuant to the February 2008 amendment to the 2008 Board compensation program whereby the Board will receive stock options in lieu of cash payment for Board fees earned after March 1, 2008. These will vest 25% on each of March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively.
- (1) Stock Option Awards granted pursuant to the February 2008 amendment to the 2008 Board compensation program whereby the Board will receive stock options in lieu of cash payment for Board fees earned after March 1, 2008. These will vest 25% on each of March 15, 2008, June 15, 2008, September 15, 2008 and December 15, 2008, respectively.
 - (2) Stock Option Awards granted pursuant to the 2006 Equity Incentive Plan of BankFinancial Corporation vest as follows: 400 on December 14, 2007 and 200 on December 15, 2008, 2009, and 2010.
 - (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.

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