UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For transition period from to

Commission File Number 0-51331

BANKFINANCIAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Maryland **(State or Other Jurisdiction of Incorporation)**	**75-3199276** **(I.R.S. Employer Identification No.)**
15W060 North Frontage Road, Burr Ridge, Illinois **(Address of Principal Executive Offices)**	**60527** **(Zip Code)**

Registrant’s telephone number, including area code: (800) 894-6900

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	**Name of Each Exchange on Which Registered:**
Common Stock, par value $0.01 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the issuer is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes ☐ No ☒.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒.

The aggregate market value of the registrant’s outstanding voting common stock held by non-affiliates on June 30, 2011, determined using a per share closing price on that date of $8.47, as quoted on The NASDAQ Stock Market, was $168.5 million.

At March 12, 2012, there were 21,072,966 shares of common stock, $0.01 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE
None

Explanatory Note

BankFinancial Corporation (the “Company”) is filing this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the Securities and Exchange Commission on March 13, 2012. In accordance with General Instruction G(3), the Company is now filing this amendment to include in the Form 10-K the information required to be filed pursuant to Part III of Form 10-K.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The table below sets forth certain information, as of April 30, 2012 regarding the members of the Board of Directors, including their years of service and terms of office. Except as indicated elsewhere in this Amendment No. 1 on Form 10-K/A to the Company's Annual Report on Form 10-K, there are no arrangements or understandings between any of the directors and any other person pursuant to which such directors were selected.

Name	Position(s) Held in the Company	Director Since (1)	Term of Class to Expire
Cassandra J. Francis	Director	2006	2012
Sherwin R. Koopmans	Director	2003	2012
Terry R. Wells	Director	1994	2012
John M. Hausmann, C.P.A.	Director	1990	2013
Glen R. Wherfel, C.P.A.	Director	2001	2013
F. Morgan Gasior	Chairman of the Board, Chief Executive Officer and President	1983	2014
Joseph A. Schudt	Director	1992	2014

(1) For each director, denotes the earlier of the year the individual became a director of BankFinancial, F.S.B. or the year the individual became a director of the Company or its predecessors, BankFinancial MHC and BankFinancial Corporation, the federal corporation. Except for Glen R. Wherfel and Cassandra J. Francis, each individual has served as a director of the Company since its formation in 2004. Mr. Wherfel was appointed to the Board of Directors of the Company on May 18, 2006; Ms. Francis was appointed to the Board of Directors of the Company on September 27, 2006.

The business experience for at least the past five years of each member of the Board of Directors is set forth below. The biographies also contain information regarding the person's business experience and the experiences, qualifications, attributes or skills that caused the Corporate Governance and Nominating Committee and the Board of Directors to determine that the person should serve as a director.

Cassandra J. Francis. Age 46. Ms. Francis currently provides management, real estate and construction related strategic planning, program and project advisory services to public, private and non-profit organizations and professional associations. Ms. Francis previously served as Executive Director and Vice President of Clayco, Inc., a national design-build construction firm, and as the Director of Olympic Village Development for Chicago's bid to host the 2016 Summer Olympic and Paralympic Games. Prior to serving as the Director of Olympic Village Development, she held various management positions, including Senior Vice President with U.S. Equities Development, L.L.C. from 1995 to 2008. Ms. Francis is an accredited member of the American Institute of Certified Planners, is an LEED accredited professional, and is licensed as a Real Estate Managing Broker in the State of Illinois and as a Real Estate Principal Broker in the State of Indiana. She is also a member of the Board of Governors of Lambda Alpha International, an honorary land economics society, the Chicago Advisory Board of the Urban Land Institute, and the Chicago Loop Alliance, a business organization that supports economic development, programming and improvements to Chicago's central business district's built environment. Ms. Francis has been a director of the Company and the Bank since 2006, and is a member of the Asset Liability Management Committee of the Bank.

Ms. Francis brings to the Board, among other skills and qualifications, substantial experience in urban planning and commercial real estate development and operations, with particular emphasis in retail development and leasing. She also has extensive experience with commercial real estate finance and valuations, particularly in Midwestern markets.

F. Morgan Gasior. Age 48. Mr. Gasior has served as Chairman of the Board, Chief Executive Officer and President of the Company since its formation in 2004, and of the Bank since 1989, and as a director of the Bank since 1983. He held the same positions with the Company's predecessors, BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 1999 to 2005. Mr. Gasior has been employed by the Bank in a variety of positions since 1984, and became a full-time employee in 1988 when he was appointed as Executive Vice President and Chief Operating Officer. Mr. Gasior serves as the Chairman of the Executive Committees of the Company and the Bank and is a member of the Asset Quality Committee of the Bank. He was also a director and officer of Financial Assurance Services from 1989 through 2003. Mr. Gasior is licensed as an attorney in the States of Illinois and Michigan, but he does not actively practice law.

Mr. Gasior brings to the Board, among other skills and qualifications, a comprehensive understanding of the Bank's strategies, operations and customers based on his more than 28 years of service as an employee and officer of the Bank. He has led the development and implementation of the Bank's financial, lending, operational, technology and expansion strategies, and this experience has uniquely positioned him to adjust the Company's business strategies to respond to changing economic, regulatory and competitive conditions, and to discern and coordinate operational changes to match these strategies. His position on the Board also provides a direct channel of communication from senior management to the Board.

John M. Hausmann, C.P.A. Age 57. Mr. Hausmann has been a self-employed certified public accountant since 1980. Prior to that time, he was an accountant with Arthur Andersen. Mr. Hausmann is a member of the American Institute of Certified Public Accountants and the Illinois Certified Public Accountant Society. He has been a director of the Company since its formation in 2004, and of the Bank since 1990. He was a director of the Company's predecessors, BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 1999 to 2005. Mr. Hausmann is the Chairman of the Audit Committees of the Company and the Bank, is a member of the Executive Committees of the Company and the Bank, and since the Company's 2010 Annual Meeting of Stockholders, has been a member of the Corporate Governance and Nominating Committee and the Human Resources Committee of the Company.

Mr. Hausmann brings to the Board, among other skills and qualifications, a comprehensive understanding of accounting, auditing and taxation principles based on his many years of experience as a certified public accountant. His experience as a member of the Audit Committee has provided him with a thorough knowledge of the Company's internal controls and internal and external audit procedures. His tax and accounting practice and longtime residency in the Bank's southernmost market territory have also provided him with a unique familiarity with the needs of the Bank's small business and municipal customers and communities.

Sherwin R. Koopmans. Age 70. Mr. Koopmans has been actively involved in the banking industry since 1964, including service in senior management positions with the Federal Deposit Insurance Corporation and the Resolution Trust Corporation. After retiring from government service in December 1995, Mr. Koopmans performed short-term consulting engagements on banking and deposit insurance issues for private clients, including several located in European, Asian and South American countries. Mr. Koopmans is currently retired. He was a director of Success Bancshares and its wholly-owned subsidiary, Success National Bank, from 1997 until they were acquired by the Company in 2001, and was the Chairman of Success Bancshares' Executive Committee and Asset/Liability Management Committee and a member of its Audit Committee and Human Resources Committee. Mr. Koopmans has been a director of the Company since its formation in 2004, and of the Bank since 2004. He was a director of the Company's predecessors, BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 2003 to 2005. He also served as a director of Financial Assurance Services, a subsidiary of the Bank, from 2001 to 2003. Mr. Koopmans is the Chairman of the Asset Liability Management Committee of the Bank, a member of the Executive Committees of the Company and the Bank, and a member of the Audit Committee of the Company.

Mr. Koopmans brings to the Board, among other skills and qualifications, substantial experience in the federal bank regulatory system, and with federal banking laws, regulations and examination practices and the FDIC's resolution process. His experience as a bank regulator has also provided him with a comprehensive understanding of interest rate risk and liquidity management, which he regularly utilizes as the Chairman of the Board's Asset Liability Management Committee. Mr. Koopmans will retire from Board service when his current term expires at the Company's Annual Meeting to be held on June 26, 2012.

Joseph A. Schudt. Age 74. Mr. Schudt served as the Principal Partner and President of Joseph A. Schudt & Associates, a professional engineering firm based in Frankfort, Illinois, specializing in engineering design, environmental analysis and land surveying, from 1972 to 2004. Mr. Schudt currently serves as a Vice President of Joseph A. Schudt & Associates. Mr. Schudt is licensed as a professional engineer in seven states, including Illinois. He has been a director of the Company since its formation in 2004, and of the Bank since 1992. He was a director of the Company's predecessors, BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 1999 to 2005. Mr. Schudt is the Chairman of the Asset Quality Committee of the Bank, is a member of the Executive Committees of the Company and the Bank, and since the Company's 2011 Annual Meeting of Stockholders, has been a member and the Chairman of the Corporate Governance and Nominating Committee and the Human Resources Committee of the Company.

Mr. Schudt brings to the Board, among other skills and qualifications, substantial experience in commercial real estate construction and development, and federal, state and local requirements relating to project development, land use and environmental remediation. His experience as a member and the Chairman of the Bank's Asset Quality Committee has provided him with a thorough knowledge of the Bank's loan portfolio and portfolio management practices, as well as applicable financial, consumer and social compliance regulations.

Terry R. Wells. Age 53. Mr. Wells has served as the Mayor of the Village of Phoenix, Illinois since 1993. Mr. Wells has also taught history and social studies since 1981 at the elementary and high school levels, and presently teaches U.S. History at Thornton Township High School in Harvey, Illinois. He is also a member of the Board of Directors of Pace, a Division of the Regional Transportation Authority (Illinois), and the Board of Trustees of South Suburban College. Mr. Wells served as President of the South Suburban Mayors and Managers Association from 2009 through 2010. Mr. Wells has been a director of the Company since its formation in 2004, and of the Bank since 1994. He was a director of the Company's predecessors, BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 1999 to 2005. Mr. Wells is a member of the Audit Committees of the Company and Bank.

Mr. Wells brings to the Board, among other skills and qualifications, substantial experience in municipal government and finance, community and economic development and serving the needs of low- and moderate-income borrowers and communities. His experience as an educator has also provided him with significant expertise in secondary and post-secondary vocational training applicable to the Bank's customer service and support personnel.

Glen R. Wherfel, C.P.A. Age 62. Mr. Wherfel has been a principal in the accounting firm of Wherfel & Associates since 1984. Mr. Wherfel was a director of Success National Bank from 1993 to 2001, and of Success Bancshares from 1998 to 2001. He was the Chairman of Success National Bank's Loan Committee and a member of its Asset Liability Management Committee. Mr. Wherfel has been a director of the Company since 2006, and of the Bank since 2001. Mr. Wherfel is a member of the Asset Quality Committee of the Bank, and since the Company's 2010 Annual Meeting of Stockholders, has been a member of the Corporate Governance and Nominating Committee and the Human Resources Committee of the Company.

Mr. Wherfel brings to the Board, among other skills and qualifications, substantial experience in entrepreneurial finance and operations. His tax and accounting practice, longtime residency in the Bank's northern market territory and service as a director of Success National Bank have also provided him a unique familiarity with the needs of the Bank's small business and municipal customers and communities.

Executive Officers Who Are Not Directors

Set forth below is information, as of April 30, 2012, regarding the principal occupations for at least the past five years of the individuals who serve as executive officers of the Company and/or the Bank who are not directors of the Company or the Bank. All executive officers of the Company and the Bank are elected annually by their respective Boards of Directors and serve until their successors are elected and qualify. No executive officer identified below is related to any director or other executive officer of the Company or the Bank. Except as indicated elsewhere in this Amendment No. 1 on Form 10-K/A to the Company's Annual Report on Form 10-K, there are no arrangements or understandings between any officer identified below and any other person pursuant to which any such officer was selected as an officer.

Gregg T. Adams. Age 53. Mr. Adams has served as the Executive Vice President of the Marketing and Sales Division of the Bank since 2001 and was the Senior Vice President of the Marketing and Sales Division from 2000 to 2001. Mr. Adams joined the Bank in 1986 and has served in various positions with the Bank and its former real estate subsidiary, Financial Properties, Inc., including as Vice President of Marketing Development.

James J. Brennan. Age 61. Mr. Brennan has served as the Secretary and General Counsel of the Bank since 2000 and of the Company since its formation in 2004, and held the same positions with BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 2000 to 2005. Mr. Brennan also serves as the Executive Vice President of the Corporate Affairs Division of the Company and the Bank. Mr. Brennan was a practicing attorney from 1975 until 2000. Prior to joining the Bank and its parent companies, he was a partner in the law firm of Barack Ferrazzano Kirschbaum & Nagelberg, Chicago, Illinois, and was the Co-Chairman of the firm's Financial Institutions Group and a member of its Management Committee. Mr. Brennan is also a director of Financial Assurance Services.

Christa N. Calabrese. Age 63. Ms. Calabrese has served as the President of the Bank's Northern Region since 2001. She served as the Chief Lending Officer of Success National Bank from 1992 until it was acquired by the Company in 2001, and during that time she held the offices of Executive Vice President and Senior Vice President. Ms. Calabrese was an Asset Specialist with the Resolution Trust Corporation from 1990 to 1992 and held commercial lending positions with several Chicago area community banks from 1969 to 1990.

Paul A. Cloutier, C.P.A. Age 48. Mr. Cloutier has served as the Chief Financial Officer and Treasurer of the Company since its formation in 2004, of the Bank since 1991, and of BankFinancial MHC and BankFinancial Corporation, a federal corporation, from 1999 to 2005. Mr. Cloutier also serves as the Executive Vice President of the Finance Division of the Company and the Bank. He is a registered certified public accountant in the State of Michigan and is a member of the American Institute of Certified Public Accountants. Prior to joining the Bank and its parent companies, he was a Senior Tax Associate with Coopers & Lybrand.

William J. Deutsch, Jr. Age 44. Mr. Deutsch has served as the President of the Bank's National Commercial Leasing Division since January 2011, and served as the Senior Vice President of National Commercial Leasing since 2002. Prior to joining the Bank, Mr. Deutsch was the Senior Vice President – Lease Finance Group for the First Bank of Highland Park.

John G. Manos. Age 51. Mr. Manos has served as the President of the Bank's Southern Region since 2006. He has held various positions with the Bank since 1999, including Senior Vice President, Vice President and Senior Vice President of Regional Commercial Banking. Prior to joining the Bank, Mr. Manos was the Manager – Commercial Lending for Preferred Mortgage Associates.

Audit Committee

The Board of Directors of the Company has an Audit Committee that is currently comprised of Messrs. Hausmann (Chairman), Koopmans, and Wells. Each is an "independent" director as defined in Rule 5605(a)(2) of the listing standards of the NASDAQ Stock Market and Rule 10A-3 of the Securities and Exchange Commission. The Board of Directors has determined that Messrs. Hausmann and Koopmans both qualify as an "audit committee financial expert" as currently defined in the regulations of the Securities and Exchange Commission ("SEC").

Section 16(a) Beneficial Ownership Reporting Compliance

The Company's executive officers, directors and beneficial owners of greater than 10% of the outstanding shares of the Company's common stock are required to file reports with the SEC disclosing beneficial ownership and changes in beneficial ownership of the Company's common stock. SEC rules require disclosure if an executive officer, director or 10% beneficial owner fails to file these reports on a timely basis. Based on the Company's review of ownership reports required to be filed for the year ended December 31, 2011, no executive officer, director or 10% beneficial owner of shares of the Company's common stock failed to file any required ownership report on a timely basis during this period.

Code of Ethics

The Company has adopted a Code of Ethics for Senior Financial Officers that applies to the Company's principal executive officer, principal financial officer, principal accounting officer, and persons performing similar functions. A copy of the Company's Code of Ethics was previously filed as Exhibit 14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005. The Company has also adopted a Code of Business Conduct pursuant to the listing standards of the NASDAQ Stock Market that applies generally to the Company's directors, officers, and employees. The Code of Ethics for Senior Financial Officers and the Code of Business Conduct have been reviewed annually by the Board of Directors since the time of their adoption and the reviews have not resulted in any revisions.

ITEM 11. EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This Compensation Discussion and Analysis describes the Company's compensation philosophy and policies for 2011 as applicable to the executive officers named in the Summary Compensation Table. This section explains the structure and rationale associated with each material element of the named executive officers' compensation, and it provides context for the more detailed disclosure tables and specific compensation amounts provided in the following section. It is important to note that the Company and the Bank share an executive management team, and except for awards made pursuant to the Company's 2006 Equity Incentive Plan (the "2006 EIP"), the members of the executive management team are compensated by the Bank rather than the Company, and the Company reimburses the Bank for their services to the Company through intercompany expense allocations. The compensation packages of the named executive officers are determined and approved by the Human Resources Committee based upon each officer's performance and roles for both the Company and the Bank.

Role of the Human Resources Committee of the Board of Directors

Pursuant to its Charter, the Human Resources Committee is directly responsible for the execution of the Board of Directors' responsibilities with respect to compensation, performance evaluation and succession planning for the Company's Chief Executive Officer and other named executive officers. The Human Resources Committee is also responsible for the submission of an annual report on executive compensation to the Board of Directors for inclusion in the Company's Annual Report on Form 10-K. During 2011 the Human Resources Committee was comprised of Messrs. Schudt (Chairman), Hausmann and Wherfel, each of whom is expected to serve on the committee through the conclusion of the Company's Annual Meeting of Stockholders on June 26, 2012. Each of the members of the Human Resources Committee is considered "independent" according to the listing standards of the NASDAQ Stock Market, an "outside" director pursuant to Section 162(m) of the Internal Revenue Code, and a "non-employee" director under Section 16 of the Securities Exchange Act of 1934.

Compensation Philosophy and Objectives

The overall objective of the Company's compensation program is to align executive officer compensation with the success of meeting strategic, financial and management objectives and goals. The programs are designed to create meaningful and appropriate incentives to manage the business of the Company and the Bank successfully and to align executive officers' interests with those of the stockholders of the Company. The program is structured to accomplish the following:

- encourage a consistent and competitive return to stockholders over the long-term;
- maintain a corporate environment that encourages stability and a long-term focus for the primary constituencies of the Company, including employees, stockholders, communities, clients and government regulatory agencies;
- maintain a program that:
  - clearly motivates personnel to perform and succeed according to the current goals of the Company;
  - provides management with the appropriate empowerment to make decisions that benefit the primary constituents;
  - attracts and retains key personnel critical to the long-term success of the Company;
  - provides for management succession planning and related considerations;
  - encourages increased productivity; and
  - provides for subjective consideration in determining incentive and compensation components; and
- ensure that management:
  - fulfills its oversight responsibility to its primary constituents;
  - conforms its business conduct to the Company's established ethical standards;
  - remains free from any influences that could impair or appear to impair the objectivity and impartiality of its judgments or treatment of the constituents of the Company; and
  - avoids any conflict between its responsibilities to the Company and each executive officer's personal interests.

Compensation Principles and Factors

Business Plan Objectives. The Boards of Directors of the Company and the Bank periodically conduct a review of current and anticipated business conditions in the context of the Company's and the Bank's financial and competitive position. The review period typically includes at least the previous two fiscal years and up to five years prospectively. In connection with this review, management submits a business plan to the Boards of Directors of the Company and the Bank that proposes strategic, financial and management objectives for the period covered, using multiple scenarios in response to a variety of stated assumptions. The Boards of Directors then evaluate the proposed business plan, and modify its provisions to the extent they deem appropriate. The business plan is updated by management and the Boards of Directors periodically throughout the year to respond to changing circumstances and conditions. The business plan provides a basis for evaluating the future progress of the organization, including all appropriate strategic alternatives, and management's performance pursuant to the Human Resources Committee's Charter.

For 2011, the Human Resources Committee considered the Company's and the Bank's performance within the context of the 2011 business plan and management's overall performance, weighing numerous factors within and outside of management's control.

Corporate Performance and Peer Comparison. In establishing named executive officer compensation, the Human Resources Committee periodically evaluates the Company's and the Bank's performance compared to management's and the Board of Directors' overall goals and business plan objectives as well as to other financial institutions. The Human Resources Committee believes that using the Company's and the Bank's performance as a factor in determining named executive officer compensation levels is a useful tool for aligning the executive officers' interests with those of the stockholders of the Company. With that in mind, the Human Resources Committee focuses on the Company's and the Bank's overall performance relative to the prior calendar year and also considers the performance of local competitors. As part of the evaluation and review, the Human Resources Committee also takes into account the manner in which various subjective issues, such as competition and general and local economic conditions, including high unemployment rates and commodities prices and adverse conditions in housing and real estate markets, may have affected performance.

For purposes of comparative analysis in assessing performance, the Company generally considers commercial banks and savings institutions of similar asset size. The group of comparative institutions used in 2011 generally, but not exclusively, included local financial institutions with total assets of $1 billion to $10 billion. Given the ever-changing landscape within the banking industry, there is no specifically defined group of companies that is utilized for this analysis. The local financial institutions that were considered in 2011 included Taylor Capital Group, Inc. (TAYC), First Midwest Bancorp, Inc. (FMBI), MB Financial, Inc. (MBFI), Wintrust Financial Corporation (WTFC), PrivateBancorp Inc. (PVTB) and CFS Bancorp, Inc. (CITZ).

The Human Resources Committee believes that peer comparison is a useful tool for staying competitive in the marketplace and attracting and retaining qualified executives. While the Human Resources Committee believes that it is prudent to consider peer comparison in determining compensation practices, it does not establish empirical parameters or benchmarks for using this data. Rather, the Human Resources Committee uses peer comparison data to ensure that executive compensation is reasonable relative to competing organizations.

Performance Reviews and Role of Executives in Committee Meetings. Management reports to the Board of Directors at least annually on its progress in achieving the strategic, financial and management objectives established by the business plan. The Board of Directors then considers the overall performance of the Company and its named executive officers in the context of these objectives, weighing numerous factors and conditions within and outside of management’s control. Upon the completion of this review, the Human Resources Committee reviews current and proposed compensation levels for the Chief Executive Officer and the other named executive officers. The Human Resources Committee relies in part upon the Chief Executive Officer’s self-assessment as well as his assessment of each named executive officer’s individual performance, which considers each named executive officer’s achievements of his or her individual goals each year. However, the Board of Directors and Human Resources Committee exclude the Chief Executive Officer and all other named executive officers from their discussions and formal meetings concerning named executive officer compensation, except to receive the results of the decisions made by the Human Resources Committee or the Board of Directors and other relevant information.

Information Resources and Role of Compensation Consultants. In reviewing current and proposed compensation levels for named executive officers, the Human Resources Committee considers the organizational structure and composition of the Company and the Bank, external information from public sources on peer and competitor compensation practices and levels and other information it deems relevant to its responsibilities. The Human Resources Committee continued to have access to its own outside counsel and compensation consultant during 2011. The Human Resources Committee engaged Frederic W. Cook & Co. to assist in the preparation of the compensation aspects of reports filed with the SEC and to be available for consultations with outside counsel to the Human Resources Committee, but did not engage an independent compensation consultant for any other specific purpose in the 2011 review process because it believed it had sufficient information from external, independent public sources to execute its responsibilities.

Components of Executive Compensation

General. All named executive officers of the Company, including the Chief Executive Officer, are currently executive officers of the Bank. On May 19, 2006, the Company adopted the 2006 EIP, and it was subsequently approved by the Company’s stockholders at the 2006 Annual Meeting. Except for awards made pursuant to the 2006 EIP, the Company does not separately compensate its named executive officers. The compensation that the Bank pays to its named executive officers, however, is taken into account in establishing the intercompany expense allocations that the Company pays to the Bank. In connection with its mutual-to-stock conversion in 2005, the Bank also established a tax-qualified employee stock ownership plan (“ESOP”), and named executive officers are eligible to participate in the ESOP subject to vesting and other requirements and limitations applicable to all participants generally.

Base Salary. Generally, base salary levels are established based on job descriptions and responsibilities, either temporary or permanent in nature (including any revisions or proposed revisions thereto), competitive conditions and general economic trends in the context of the Bank’s financial and franchise condition, and performance. No surveys were used to establish base salaries during 2011. The Human Resources Committee determined that, based on the Company’s operating results for the year ended December 31, 2011, the base compensation of the Company’s three most highly compensated named executive officers would not be increased in 2012, and consistent with the Company’s general base compensation practices for 2012, the base compensation of the remaining two named executive officers would be increased by 2.5%. In 2011, the base salaries of the Chief Financial Officer and the Executive Vice President—General Counsel were increased by 5%. No other increases were made to the base salaries of the named executive officers in 2011.

In 2012, the base salaries for the named executive officers are as follows:

Name	Position	2012 Base Salary(1)
F. Morgan Gasior	Chairman of the Board, Chief Executive Officer and President	$405,804
Paul A. Cloutier	Executive Vice President and Chief Financial Officer	$271,998
James J. Brennan	Executive Vice President, Corporate Secretary and General Counsel	$325,468
Christa N. Calabrese	Northern Regional President	$232,477
Gregg T. Adams	Executive Vice President, Marketing and Sales	$230,625

(1) Base salary is effective as of March 26, 2012, except that the base salaries for Messrs. Cloutier and Brennan did not change in 2012 and the base salary for Mr. Gasior did not change and has remained the same since 2009.

Non-Equity Incentive Plan Compensation. Annual cash incentive compensation reflects the relative achievement of the strategic, financial and management objectives established by the business plan, management's responses to unforeseen circumstances or conditions that materially differ from those originally assumed, and the individual performance factors established for the Chief Executive Officer, Chief Financial Officer and each Regional President. Annual cash incentive compensation is generally established as a range of possible awards based on a percentage of base salary. Other factors considered include recent changes or proposed changes to base salary or other compensation elements, as well as competitive considerations. The Human Resources Committee determined that, based on the Company's operating results for the year ended December 31, 2011, no cash incentive compensation would be paid to the Company's named executive officers, including the Chief Executive Officer, Chief Financial Officer and the Regional Presidents, for the year ended December 31, 2011.

The Company prepared performance- and risk-based incentive compensation matrices for the Chief Executive Officer, the Chief Financial Officer and each Regional President. Taken together, these matrices incorporate direct relationships of the Company's principal risk exposures and performance based on the Human Resources Committee's assessments. The matrices were not utilized to evaluate the eligibility of the Chief Executive Officer, the Chief Financial Officer and the Regional Presidents for cash incentive compensation for the year ended December 31, 2011 due to the Human Resources Committee's determination that no cash incentive compensation would be paid to the Company's named executive officers, including the Chief Executive Officer, Chief Financial Officer and Regional Presidents, for the year ended December 31, 2011.

Bonus. In 2011, the Company's business plan assumptions included a total annual bonus payment cash pool between 5% and 10% of base salary for named executive officers other than the Chief Executive Officer, the Chief Financial Officer and the Regional Presidents. Provided that, if and as applicable, the Company's overall financial performance was generally consistent with the overall projected business plan results (taking into consideration factors both within and outside of the Company's and the executive officers' control), the annual performance review process may result in an award based on an assessment of the named executive officer's execution of their applicable responsibilities. The Company does not use an empirical mathematical formula to determine the amount of the actual annual cash incentive compensation for these bonuses. The Human Resources Committee determined that, based on the Company's operating results for the year ended December 31, 2011, no bonuses would be paid to the Company's other named executive officers for the year ended December 31, 2011.

Equity-Based Compensation. The 2006 EIP established a mechanism by which awards of restricted stock or stock options could be utilized to further align the financial interests of employees, including the named executive officers, with stockholders and, in the future, provide an additional means to attract, retain and reward individuals who contribute to the success of the Company. The Human Resources Committee has established share ownership guidelines (as described below) for the named executive officers and other executive officers. The Human Resources Committee also considers the significant financial investment required of a participant who retains shares granted under the 2006 EIP because such participant must pay current income tax obligations with respect to such shares without having the benefit of selling the shares to generate cash proceeds sufficient to pay such tax liability. In addition, consistent with the purpose of aligning management financial interests with stockholder interests, the Human Resources Committee delegated to the Chief Executive Officer the authority to make grants pursuant to and established a framework for the Chief Executive Officer's implementation of the 2006 EIP for individuals other than the executive officers of the Company or the Bank. In general, the delegated authority of the Chief Executive Officer is limited to grants to an aggregate of 120,000 restricted shares and 360,000 stock options, and to a maximum per individual of 10,000 restricted shares and 25,000 stock options.

No equity awards were granted to any named executive officer in 2011. The Human Resources Committee believes that the establishment of equity-based compensation programs has been an important tool for the retention and attraction of qualified management talent.

Share Ownership Guidelines. In the absence of difficult personal circumstances, the Human Resources Committee encourages the Chief Executive Officer and the other named executive officers of the Company to acquire with their own funds and hold a position in Company shares at least equal to 100% of the executive's three-year average annual cash compensation. At December 31, 2011, all of the Company's named executive officers met all elements of the Human Resources Committee's share ownership guidelines.

401(k) Plan. The Company has a tax-qualified defined contribution retirement plan covering all of its eligible employees. Employees are eligible to participate in the plan after attainment of age 21 and completion of six months of service. Effective April 1, 2007, the Board of Directors amended the match component of the plan to provide a fixed match in the amount of 50% of the first 6% of compensation deferred under the plan. The Board of Directors amended the match formula after considering the significant benefit provided to all eligible employees under the Bank's ESOP. The Company could also contribute an additional amount annually at the discretion of the Board of Directors. Contributions totaling $414,482 were made to the 401(k) plan for 2011. All reasonable administrative expenses incurred by the Plan were paid by the Plan.

Employee Stock Ownership Plan and Trust. The Bank implemented the ESOP in connection with the mutual-to-stock conversion, effective as of January 1, 2004. Employees are eligible to participate in the ESOP after the attainment of age 21 and completion of at least one year of employment. As part of the mutual-to-stock conversion, the ESOP trust borrowed funds from the Company and used those funds to purchase 1,957,300 shares of common stock. The shares of common stock purchased by the ESOP are the collateral for the loan. The loan will be repaid principally from the Bank through discretionary contributions to the ESOP over a period of up to 20 years. The loan documents provide that the loan may be repaid over a shorter period, without penalty for prepayments. The interest rate for the loan equals the prime rate plus 100 basis points, adjustable every five years. Shares purchased by the ESOP are held in a suspense account for allocation among participants as the loan is repaid. The Company does not have any equity compensation program that was not approved by its stockholders, other than its ESOP.

Contributions to the ESOP, and shares released from the suspense account in an amount proportional to the repayment of the ESOP loan, and consistent with historical practices, are allocated among ESOP participants on the basis of compensation in the year of allocation. Benefits under the plan become fully vested upon completion of five years of credited service, with credit given to participants for years of credited service with the Bank prior to the adoption of the plan. However, employees retained through the merger of Downers Grove National Bank into the Bank were credited with service beginning on the date they first became employed by the Bank. A participant's interest in his or her account under the plan also fully vests in the event of termination of service due to a participant's early or normal retirement, death, disability, or upon a change of control (as defined in the plan). Vested benefits are payable in the form of shares of common stock and/or cash. Any unvested benefits will be forfeited upon termination of employment in accordance with the terms of the ESOP. Such forfeited amounts remain in the ESOP and are reallocated to remaining participants in accordance with the terms of the ESOP. The Bank's contributions to the ESOP are discretionary, subject to the loan terms and tax law limits. The ESOP will terminate in the event of a change of control (as defined in the plan). All reasonable administrative expenses incurred by the Plan were paid by the Plan.

All Other Compensation and Perquisites. The Human Resources Committee reviews and monitors the level of other compensation and perquisites offered to the named executive officers in the context of current business operations and general market practices. Excluding the effects of the Bank's contributions for the health, vacation, 401(k) and ESOP benefits available to all full-time employees and the Bank's reimbursement of the after-tax premium costs for disability insurance coverages, the Human Resources Committee generally believes that other compensation and perquisites should not exceed 10% of each named executive officer's total annual cash compensation. The Company's perquisite policy was amended in 2007 to reflect this limitation. As of December 31, 2011, the Company's compensation practices with respect to other compensation and perquisites met this standard.

Conclusions for Year Ended December 31, 2011

***Executive Summary*.** The following is a brief summary of the compensation decisions the Human Resources Committee made with respect to the named executive officers for 2011 and 2012:

- No cash incentive compensation payments or bonuses were awarded to the named executive officers for the year ended December 31, 2011 and no equity awards were granted.

- On March 26, 2012, the base salaries of the Northern Regional President and the Executive Vice President of Marketing and Sales increased by 2.5%, consistent with the Company's general base compensation practices for 2012. No other increases were made to the base salaries of the named executive officers in 2012.
- In 2011, the base salaries of the Chief Financial Officer and the Executive Vice President—General Counsel were increased by 5%. No other increases were made to the base salaries of the named executive officers in 2011.

Review of Chief Executive Officer. The Human Resources Committee met outside the presence of management to review the Chief Executive Officer's performance in the context of the approved business plan, and the extent to which established strategic, financial and management objectives were realized during 2011. The Human Resources Committee also evaluated the overall state of the Company's franchise and strategic position, capabilities and direction consistent with the Chief Executive Officer's execution of his leadership and planning responsibilities. The Human Resources Committee determined that, based on the Company's operating results for the year ended December 31, 2011, no cash incentive compensation would be paid to the Company's named executive officers, including the Chief Executive Officer, for the year ended December 31, 2011, and that the base compensation of the Company's three most highly compensated named executive officers, including the Chief Executive Officer, would not be increased in 2012. Because of this decision, the Human Resources Committee did not utilize a performance- and risk- based incentive compensation matrix to evaluate the eligibility of the Chief Executive Officer for cash incentive compensation or an increase in base compensation. The Board of Directors, with Mr. Gasior not participating, ratified the actions of the Human Resource Committee with respect to the Chief Executive Officer.

The performance- and risk-based incentive compensation matrix that has historically been used to evaluate the eligibility of the Chief Executive Officer for cash incentive compensation or an increase in base compensation encompasses five separately weighted performance areas – core earnings per share (25%), internal controls (25%), asset quality (25%), marketing and business development (15%), and leadership and planning (10%), and has been used. For the matrix that was originally established for the year ended December 31, 2011, there were no predetermined numerical criteria for asset quality, leadership and planning or marketing and business development. The predetermined criterion for internal controls was the absence of significant or material deficiencies. The core earnings per share target and the actual results of the year ended December 31, 2011, are set forth in the table below.

CATEGORY	2011 Performance	2011 Plan
Earnings Per Share		
Earnings (Loss) Per Share	$ (2.46)	$ 0.29
Core Earnings (Loss) Per Share, including goodwill and deferred tax asset charges[(1)]	(2.48)	0.23
Core Earnings (Loss) Per Share, excluding goodwill and deferred tax asset charges[(1)]	(0.32)	N/A

(1) For the purposes of the 2011 Business Plan, core earnings per share represented projected earnings per share adjusted for the after-tax effect of bargain purchase gain, accreted interest income, certificates of deposit yield adjustment and one-time expenses related to the acquisition of Downers Grove National Bank, equity-based compensation and the amortization of intangible expenses. The definition did not contemplate goodwill impairment charges or reserves for deferred tax assets.

Review of the Chief Financial Officer. The Human Resources Committee met outside the presence of management to review the performance of the Chief Financial Officer. Because of its decision not to award cash incentive compensation to any named executive officers, including the Chief Financial Officer, for the year ended December 31, 2011, or to increase the base compensation of the Company's three most highly compensated named executive officers, including the Chief Financial Officer, in 2012, the Human Resources Committee did not utilize a performance- and risk- based incentive compensation matrix to evaluate the eligibility of the Chief Financial Officer for cash incentive compensation or an increase in base compensation. The Board of Directors, with Mr. Gasior not participating, ratified the actions of the Human Resource Committee with respect to the Chief Financial Officer.

The performance- and risk- based incentive compensation matrix for the Chief Financial Officer has historically encompassed five separately weighted performance areas – core earnings per share (5%), internal controls (25%), asset quality – securities (30%), liquidity and interest rate risk (30%), and leadership and planning (10%), and has been used to arrive at the cash incentive compensation for which the Chief Financial Officer was eligible to receive as a percentage of base salary. For the matrix that was originally established for the year ended December 31, 2011, there were no predetermined numerical criteria for asset quality, leadership and planning or liquidity and interest rate risk. The predetermined criterion for internal controls was the absence of significant or material deficiencies. The core earnings per share target and the actual results of the year ended December 31, 2011 were the same as those that were established for the Chief Executive Officer, as reflected in the above table.

Review of the Northern Regional President. The Human Resources Committee met outside the presence of management to review the performance of the Northern Regional President. Because of its decision not to award cash incentive compensation to any named executive officers, including the Northern Regional President, for the year ended December 31, 2011, the Human Resources Committee did not utilize a performance- and risk- based incentive compensation matrix to evaluate the eligibility of the Northern Regional President for cash incentive compensation. The performance- and risk- based incentive compensation matrix for the Northern Regional President has historically encompassed six weighted performance areas – customer service (25%), asset quality (25%), loan growth (15%), deposit growth (15%), internal controls (10%) and leadership and planning (10%), and has been used to arrive at the cash incentive compensation for which the Northern Regional President was eligible to receive as a percentage of base salary. For the matrix that was originally established for the year ended December 31, 2011, there were no predetermined numerical criteria for asset quality, loan growth, deposit growth or leadership and planning. The Human Resources Committee further concluded that, consistent with the Company's general base compensation practices for 2012, a 2.5% base compensation increase was appropriate for the Regional President in 2012. The Board of Directors, with Mr. Gasior not participating, ratified the actions of the Human Resource Committee with respect to the Northern Regional President.

Review of Other Named Executive Officers. The Human Resources Committee met outside the presence of management to review the performance of the other named executive officers of the Company. The Human Resources Committee noted that the Chief Executive Officer had submitted assessments of the performance of the other named executive officers of the Company to the Human Resources Committee. The Human Resources Committee reviewed and evaluated the information provided by the Chief Executive Officer.

Review of Executive Vice President – General Counsel. Because of its decision not to award bonuses to any named executive officers, including the Executive Vice President – General Counsel, for the year ended December 31, 2011, or to increase the base compensation of the Company's three most highly compensated named executive officers in 2012, including the Executive Vice President – General Counsel, the Human Resources Committee did not award cash incentive compensation to, or increase the base compensation of, the Executive Vice President – General Counsel. The Board of Directors, with Mr. Gasior not participating, ratified the actions of the Human Resource Committee with respect to the Executive Vice President – General Counsel.

Review of Executive Vice President – Marketing & Sales**.** Because of its decision not to award bonuses to any named executive officers, including the Executive Vice President – Marketing & Sales, for the year ended December 31, 2011, the Human Resources Committee did not award cash incentive compensation to the Executive Vice President – Marketing & Sales. The Human Resources Committee further concluded that, consistent with the Company's general base compensation practices for 2012, a 2.5% base compensation increase was appropriate for the Executive Vice President – Marketing & Sales. The Board of Directors, with Mr. Gasior not participating, ratified the actions of the Human Resource Committee with respect to the Executive Vice President – Marketing & Sales.

Reasonableness of Compensation

After considering all components of the compensation program for the named executive officers, the Human Resources Committee has determined that such compensation is reasonable and appropriate.

The incentive compensation programs for the Chief Executive Officer, the Chief Financial Officer and the Regional Presidents include both asset quality and internal control risk measurements. Similar controls exist within the incentive compensation plans for non-executive officers and employees of the Company, as applicable. In addition, the measurement and review of the asset quality and internal controls performance are separated from the applicable business operations, including audits by the Company's Internal Audit Division, the Company's independent external audit firm and other third-party independent reviews. Finally, the overall system of internal controls is robust and provides multiple levels of controls to reasonably detect and prevent instances of excessive risk taking within the organization.

Tax and Accounting Treatment

Section 162(m) of the Internal Revenue Code. Section 162(m) of the Internal Revenue Code limits the tax deduction to $1 million for compensation paid to certain executive officers of public companies. The limitations on the deductibility of executive compensation imposed under Section 162(m) did not affect the Company during 2011 because the compensation paid to the Company's executive officers in 2011 did not exceed these limitations. The 2006 EIP provides the Human Resources Committee with flexibility to address issues that may arise under Section 162(m), and contains provisions that could be utilized to reduce its potential adverse effects.

Code Section 409A. The Human Resources Committee has monitored regulatory developments under Section 409A of the Internal Revenue Code, which was enacted as part of the American Jobs Creation Act of 2004 and deals with specific tax rules for non-qualified deferred compensation plans. The Company previously revised certain provisions in its employment agreements with the Chief Executive Officer, the other named executive officers and certain other officers to address Section 409A and the final Treasury Regulations under Section 409A. The 2006 EIP provides the Human Resources Committee with flexibility to address issues that may arise under Section 409A, and contains provisions that could be utilized to reduce its potential adverse effects.

Other Taxation Issues. The Human Resources Committee believes that, as the Company's compensation structures become more complex, the effects of the alternative minimum tax and other taxation issues could affect the net intended effect of the Company's compensation plans. Although no specific action is warranted at this time, the Human Resources Committee intends to monitor the effects of the alternative minimum tax and other taxation issues on the Company and its directors, officers and associates when evaluating various compensation principles, practices and plans.

Accounting for Stock-Based Compensation. Accounting Standards Codification Topic No. 718, Compensation-Stock Compensation ("ASC Topic 718"), requires companies to record the compensation cost for stock options, restricted stock and other equity-based compensation arrangements that are provided to employees in return for employment service. The cost is based on the grant date fair value, and this cost is expensed over the requisite service period, which is normally the vesting period of the award. ASC Topic 718 applies to awards granted or modified in years beginning in 2006 and thus applies to awards granted pursuant to the 2006 EIP. The Human Resources Committee evaluates the potential adverse impact of ASC Topic 718 on future compensation expense when determining the size and types of awards to be granted under the 2006 EIP.

HUMAN RESOURCES COMMITTEE REPORT

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K/A and in BankFinancial Corporation's Annual Report on Form 10-K for the year ended December 31, 2011.

This report has been provided and is respectfully submitted by the Human Resources Committee:

Joseph A. Schudt, Chairman
John M. Hausmann
Glen R. Wherfel

EXECUTIVE COMPENSATION

The following table sets forth information concerning the compensation of the Company's Chief Executive Officer, Chief Financial Officer and the Company's other three most highly compensated executive officers who served in such capacities during 2011:

Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Non-Equity Incentive Plan Compensation	Stock Awards	Option Awards[1]	All Other Compensation[2]	Total Compensation
F. Morgan Gasior	2011	$405,804	$ —	$ —	$ —	$ —	$ 39,877	$ 445,681
Chairman of the Board,	2010	405,804	—	—	—	—	43,330	449,134
Chief Executive Officer and President	2009	403,520	—	—	—	—	42,610	446,130
Paul A. Cloutier	2011	$269,009	$ —	$ —	$ —	$ —	$ 34,878	$ 303,887
Executive Vice President	2010	259,046	—	—	—	—	43,551	302,597
and Chief Financial Officer	2009	257,588	—	20,724	—	—	43,235	321,547
James J. Brennan	2011	$321,891	$ —	$ —	$ —	$ —	$ 30,171	$ 352,062
Executive Vice President,	2010	309,969	—	—	—	—	37,984	347,953
Corporate Secretary and General Counsel	2009	308,224	50,000	—	—	—	37,661	395,885
Christa N. Calabrese	2011	$226,807	$ —	$ —	$ —	$ —	$ 25,549	$ 252,356
Regional President	2010	226,807	—	12,000	—	—	31,482	270,289
	2009	225,530	—	18,145	—	—	32,002	275,677
Gregg T. Adams	2011	$225,000	$ —	$ —	$ —	$ —	$ 25,630	$ 250,630
Executive Vice President,	2010	225,000	14,000	—	—	—	31,311	270,311
Marketing and Sales	2009	221,678	22,500	—	—	—	30,959	275,137

(1) On September 2, 2011, the Board extended the expiration date of certain outstanding stock options held by the named executive officers to September 5, 2012. The incremental fair value of the stock option extension was calculated in accordance with ASC Topic 718 and deemed immaterial. The assumptions used in calculating these amounts are set forth in Note 13 to our Financial Statements for the year ended December 31, 2011, which is located on pages 115 through 117 of our Annual Report on Form 10-K.

(2) All other compensation for the named executive officers during fiscal 2011 is summarized below:

Name	Perquisites[i]	Insurance[ii]	Tax Reimbursement[iii]	401(k) Match	ESOP Contribution[iv]	Total "All Other Compensation"
F. Morgan Gasior	$ 19,131	$ 2,486	$ 1,620	$7,350	$ 9,290	$ 39,877
Paul A. Cloutier	$ 15,525	$ 1,643	$ 1,070	$7,350	$ 9,290	$ 34,878
James J. Brennan	$ 10,335	$ 1,935	$ 1,261	$7,350	$ 9,290	$ 30,171
Christa N. Calabrese	$ 6,503	$ 1,457	$ 949	$7,350	$ 9,290	$ 25,549
Gregg T. Adams	$ 6,600	$ 1,447	$ 943	$7,350	$ 9,290	$ 25,630

Footnotes on following page.

(i) Includes use of an automobile or an automobile allowance, and in the case of Messrs. Gasior, Cloutier and Brennan, club dues.

(ii) Consists of premiums paid by the Company during the fiscal year with respect to additional short- and long-term disability insurance for each named executive officer. Certain amounts were paid by the executive and reimbursed by the Company under employment agreement provisions that reduce, on a dollar-for-dollar basis, the Bank's obligations under such executive's employment agreement in the event of the executive's death or disability by the amount of insurance proceeds received by the executive's named beneficiary.

(iii) Reflects reimbursement for income and employment taxes incurred by the executive as a result of the insurance premiums paid by the executive and reimbursed by the Company. See note (ii) above and discussion below for additional information.

(iv) Includes the Bank's contribution to the executive's ESOP account plus any amounts reallocated as a result of forfeitures by terminated ESOP participants.

Plan-Based Awards.

The following table sets forth for the year ended December 31, 2011 certain information as to grants of plan-based awards for the named executive officers under the terms of the Executive Incentive Compensation Plan. For the year ended December 31, 2011, no payments were made. Please refer to the "Summary Comparison Table" for details.

Name	Grant Date	Estimated Future/Possible Payouts Under Non-Equity Incentive Plan Awards: Threshold	Target	Maximum	All Other Option Awards: Number of Securities Underlying Options(2)	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards (2)
F. Morgan Gasior(1)		$ —	$ 20,290	$ 40,580			
	9/2/11				200,000	$ 17.62	$ —
	9/2/11				100,000	14.82	—
Paul A. Cloutier(1)		$ —	$ 13,450	$ 26,901			
	9/2/11				85,000	$ 17.62	$ —
	9/2/11				66,000	14.82	—
James J. Brennan	9/2/11				85,000	$ 17.62	$ —
	9/2/11				80,667	14.82	—
Christa N. Calabrese(1)		$ —	$ 11,340	$ 22,681			$ —
	9/2/11				85,000	$ 17.62	—
	9/2/11				51,334	14.82	—
Gregg T. Adams	9/2/11				85,000	$ 17.62	$ —

(1) On an annual basis, Messrs. Gasior, Cloutier and Ms. Calabrese are eligible to receive incentive cash payments under the Executive Incentive Compensation Plan. Messrs. Brennan and Adams do not participate in the plan.

(2) On September 2, 2011, the Board extended the expiration date of certain outstanding stock options held by the named executive officers to September 5, 2012. The incremental fair value of the stock options was calculated in accordance with ASC Topic 718 and deemed immaterial. The assumptions used in calculating these amounts are set forth in Note 13 to our Financial Statements for the year ended December 31, 2011, which is located on pages 115 through 117 of our Annual Report on Form 10-K.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning the exercisable and unexercisable stock options at December 31, 2011 held by the individuals named in the summary compensation table. On September 2, 2011, the Human Resources Committee and the Board of Directors of the Company approved a one year extension of stock options granted in prior years that were scheduled to expire in September and December 2011. The extension only involved the expiration date of the stock options and did not affect their other terms.

	Option Awards		
Name	# of Securities Underlying Unexercised Options Exercisable	Option Exercise Price ($)	Option Expiration Date
F. Morgan Gasior	125,000	$17.62	9/5/2012
	75,000	17.62	9/5/2012
	100,000	14.82	9/5/2012
Paul A. Cloutier	85,000	$17.62	9/5/2012
	60,000	14.82	9/5/2012
	6,000	14.82	9/5/2012
James J. Brennan	85,000	$17.62	9/5/2012
	80,667	14.82	9/5/2012
Christa N. Calabrese	85,000	$17.62	9/5/2012
	46,667	14.82	9/5/2012
	4,667	14.82	9/5/2012
Gregg T. Adams	85,000	$17.62	9/5/2012

Option Exercises and Stock Vested During 2011

No options were exercised by and no restricted stock awards vested for the named executive officers during 2011.

Potential Payments upon Termination or Change of Control

The following table sets forth information concerning potential payments and benefits under the Company's compensation programs and benefit plans to which the named executive officers would be entitled upon a termination of employment as of December 31, 2011. As is more fully described below, the named executive officers entered into employment agreements with the Company and/or the Bank, as applicable (each, an "Employment Agreement"), which provide for payments and benefits to a terminating executive officer following a termination other than for "cause" or by resignation. In addition, award agreements under the 2006 EIP (the "Award Agreements") provide for the accelerated vesting of unvested awards in similar circumstances, and in addition, upon the occurrence of a change of control of the Company. Except for the payments and benefits provided by the Employment Agreements and the Award Agreements, all other payments and benefits provided to any named executive officer upon termination of his or her employment are the same as the payments and benefits provided to other eligible executives of the Bank. For purposes of estimating the value of certain equity awards, the Company has assumed a price per share of the Company's common stock of $5.52, which was the closing price of the Company's common stock on December 30, 2011, the last trading day of the year.

Executive	Potential Payments Upon Termination or Change of Control	Termination by the Bank: For Cause	Termination by the Bank: For Disability(1)	Termination by the Bank: Without Cause(2)	Other Types of Termination: By Resignation	Other Types of Termination: For Good Reason(2)	Other Types of Termination: Upon Death(1)	Change of Control (3)
F. Morgan Gasior	Cash payments	$—	$920,409	$1,222,478	$ —	$1,222,478	$920,409	$1,222,478
	Accelerated Equity Awards	—	—	—	—	—	—	—
	Continued Benefits	—	15,368	20,491	—	20,491	15,368	20,491
Paul A. Cloutier	Cash payments	$—	$622,982	$ 824,079	$ —	$ 824,079	$622,982	$ 824,079
	Accelerated Equity Awards	—	—	—	—	—	—	—
	Continued Benefits	—	25,338	33,784	—	33,784	25,338	33,784
James J. Brennan	Cash payments	$—	$756,605	$1,022,435	$ —	$1,022,435	$756,605	$1,022,435
	Accelerated Equity Awards	—	—	—	—	—	—	—
	Continued Benefits	—	15,368	20,491	—	20,491	15,368	20,491
Christa N. Calabrese	Cash payments	$—	$532,738	$ 731,712	$ —	$ 731,712	$532,738	$ 731,712
	Accelerated Equity Awards	—	—	—	—	—	—	—
	Continued Benefits	—	11,820	15,760	—	15,760	11,820	15,760
Gregg T. Adams	Cash payments	$—	$288,600	$ 288,600	$ —	$ 288,600	$288,600	$ 288,600
	Accelerated Equity Awards	—	—	—	—	—	—	—
	Continued Benefits	—	8,538	8,538	—	8,538	8,538	8,538

(1) For each named executive officer, except Mr. Adams, cash payments include an amount equal to the average cash incentive compensation paid during the preceding two years prorated for the year of termination, prorated employer matching 401(k) contribution for the year of termination, and the base salary the executive would have received from the date of termination through the end of his/her employment period. The cash payments for Mr. Adams include a prorated annual cash incentive compensation for the year of termination, prorated employer matching 401(k) contribution for the year of termination, and the base salary he would have received from the date of termination through the end of his employment period. The intrinsic value of accelerated equity awards is zero for all named executive officers based on the closing stock price on December 30, 2011 of $5.52. Continued benefits reflect the incremental cost of core benefits to the Company during the executive's remaining employment period based on actual cost for 2011. Excludes any reduction in benefit as a result of disability insurance or federal social security disability payments.

(2) For each named executive officer, except Mr. Adams, cash payments include an amount equal to the average cash incentive compensation paid during the preceding two years prorated for the year of termination, prorated employer matching 401(k) contribution, and three times the executive's three-year average cash compensation. The cash payments for Mr. Adams includes a prorated annual cash incentive compensation for the year of termination, prorated employer matching 401(k) contribution for the year of termination, and the base salary he would have received from the date of termination through the end of his employment period. The intrinsic value of accelerated equity awards is zero for all named executive officers based on the closing stock price on December 30, 2011 of $5.52. Continued benefits reflect the incremental cost of core benefits to the Company for 36 months based on the actual cost for 2011 except for Mr. Adams, whose continued benefits reflect the incremental cost of core benefits to the Company during his remaining employment period.

(3) The payments reflected in this column assume the executive terminated for good reason in connection with a change of control. For each named executive officer, except Mr. Adams, cash payments include an amount equal to the average cash incentive compensation paid during the preceding two years prorated for the year of termination, prorated employer matching 401(k) contribution, and three times the executive's three-year average cash compensation. The cash payments for Mr. Adams includes a prorated annual cash incentive compensation for the year of termination, prorated employer matching 401(k) contribution for the year of termination, and the base salary he would have received from the date of termination through the end of his employment period. The intrinsic value of accelerated equity awards is zero for all named executive officers based on the closing stock price on December 30, 2011 of $5.52. Continued benefits reflect the incremental cost of core benefits to the Company for 36 months based on the actual cost for 2011 except for Mr. Adams, whose continued benefits reflect the incremental cost of core benefits to the Company during his remaining employment period. If applicable, executive severance benefits are reduced to avoid constituting an "excess parachute payment" under Section 280G of the Internal Revenue Code. No reduction in benefits was required as of the assumed December 31, 2011 termination date.

Accrued Pay and Regular Retirement Benefits. The amounts shown in the table on the previous page do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment. These include:

- Accrued but unpaid salary and vacation pay.
- Distributions of plan balances under the Bank's 401(k) plan and its ESOP. See "401(k) Plan" and "Employee Stock Ownership Plan and Trust" on page 10 for an overview of the 401(k) and the ESOP.
- The value of option continuation upon retirement, death or disability. Except as may be provided in connection with a change of control, when an employee terminates employment other than for cause and prior to retirement, death or disability, his or her vested stock options will remain exercisable for a period of three months following termination. When an employee is terminated for cause, his or her stock options, whether vested or unvested, are terminated immediately. When a retirement-eligible employee terminates employment, or when an employee dies or becomes disabled, his or her vested stock options remain exercisable for 12 months following the date of his or her termination.

Acceleration of Vesting upon a Change of Control. Upon the occurrence of a change of control of the Company, unless otherwise stated in an award agreement, all outstanding options and Stock Appreciation Rights ("SARs") then held by a participant, including each of the named executive officers, who is employed by, or providing services to, the Company or its subsidiaries at the time of such change of control will become fully exercisable and all stock awards or cash incentive awards shall be fully earned and vested (subject to limitations on performance-based awards). Any such options or SARs, the vesting of which is accelerated upon the occurrence of a change of control, shall remain exercisable in accordance with their terms. The Company has not awarded any SARs under the 2006 EIP.

Employment Agreements. The Bank entered into employment agreements with each of Messrs. Gasior, Brennan, Cloutier, and Adams in 2003. In addition, in August 2004, the Bank entered into an employment agreement with Ms. Calabrese that is substantially similar to the employment agreements for the other four named executive officers. The employment agreements with Messrs. Gasior, Cloutier, Brennan and Adams and Ms. Calabrese were amended and restated in May 2008, principally to ensure compliance with Section 409A of the Internal Revenue Code. Each employment agreement had an initial term of 36 months (other than Mr. Adams' employment agreement, which had an initial term of 24 months) that can be extended each year for an additional year, at the discretion of the Board of Directors.

The Board of Directors of the Bank most recently reviewed the Bank's employment agreements with Messrs. Gasior, Cloutier, Brennan, and Adams, and Ms. Calabrese. On March 28, 2012, the Board of Directors approved the extension of the terms of the Bank's employment agreements with Messrs. Gasior, Cloutier, and Brennan, and Ms. Calabrese through March 31, 2015, and the extension of the Bank's employment agreement with Mr. Adams through March 31, 2014.

Under the employment agreements, the Bank will pay the executive officers the base salary as reflected in the Bank's payroll records, subject to discretionary increases by the Board of Directors. The 2011 base salaries for Messrs. Gasior, Cloutier, Brennan and Adams were $405,804, $271,998, $325,468 and $225,000, respectively, and the 2011 base salary for Ms. Calabrese was $226,807. The employment agreements provide that the base salary may be increased but not decreased. The employment agreements also provide that the executive officer will receive the use of an automobile or an automobile allowance and the payment of designated club dues, provided that, in a given year, these payments may not, in the aggregate, exceed ten percent of the executive officer's cash compensation. The employment agreements further provide that the executive officer is entitled to participate with other executive officers in non-equity short-term incentive compensation and discretionary non-equity bonuses declared by the Board. In addition to base salary and bonus, the employment agreements provide for, among other things, participation in a Section 125 cafeteria plan, group medical, dental, vision, disability and life insurance plans, referred to as the core plans, 401(k) plan, the ESOP and other employee and fringe benefits applicable to executive personnel.

During the employment period, each executive officer is provided with a supplemental disability insurance policy that pays 60% of base salary for the remaining term of the agreement in the event the executive officer is terminated due to disability. If an executive officer becomes disabled, his or her base salary will be reduced proportionately by the disability payments made under the disability policy and under the federal social security system. Each executive officer is responsible for paying the premiums but receives an annual allowance in an amount sufficient, on an after-tax basis, to equal the premium payments. In the event of termination of employment due to disability, the executive officer will be entitled to his or her earned salary, an amount equal to the annual average of any cash incentive compensation and bonus that the executive officer received during the preceding two fiscal years, except for Mr. Adams' who would receive an amount equal to the cash incentive compensation he would receive during the current year. The executive officer will receive the prorated employer matching 401(k) plan contribution that the executive officer would be entitled to receive for the current year. In addition, the executive officer will be entitled to the base salary the executive officer would have been paid through the date the employment period would have expired if the executive officer's employment had not been sooner terminated due to disability, which will be reduced on a dollar-for-dollar basis by the disability insurance and federal social security disability payments referenced above, and continued coverage under the core plans through the date the employment period would have expired, subject to the executive officer's continued payment of the costs and contributions for which he or she is responsible. After their continued coverage under the core plans expires, Messrs. Gasior, Cloutier, Brennan and Adams and Ms. Calabrese may elect to continue their health care coverage at their sole expense and without any cost to the Bank until they become eligible for Medicare coverage or for coverage under another employer's group health plan.

In addition to the life insurance benefits provided to regular full-time employees, a supplemental life insurance policy was historically provided to each insurable executive officer in an amount not less than three times the executive officer's base salary. In May 2007, the Bank purchased bank-owned life insurance insuring the lives of certain officers, including the named executive officers. The purchase of bank-owned life insurance enabled the Bank to eliminate the separate life insurance policies on all named executive officers except Mr. Gasior in 2007, and on Mr. Gasior on January 1, 2009.

In the event the executive officer's employment is terminated due to death, his or her surviving spouse and minor children, if any, will be entitled to the same coverage under the core plans that the executive officer would have been provided if his or her employment had terminated due to disability. In addition, the executive officer's estate or trust, as applicable, will be entitled to the base salary the executive officer would have been paid through the date the employment period would have expired if the executive officer's employment had not been sooner terminated due to death. If a supplemental life insurance policy has been obtained on the life of the executive officer, the Bank's obligation to make such payments will be reduced on a dollar-for-dollar basis by the death benefit payments under any supplemental life insurance policy purchased for an executive officer. Except with respect to continued coverage under the core plans and the ability to elect to continue health care coverage under the core plans for an additional period at no cost to the Bank, the Bank will generally have no obligation to pay or provide an executive officer's estate, surviving spouse, or minor children with any other compensation or benefits on account of the executive officer's death.

In the event the executive officer's employment is terminated without cause by the Bank, the executive officer will receive his or her earned salary, prorated incentive compensation, accrued plan contribution, continued coverage under the core plans for 36 months, except for Mr. Adams, whose continued coverage would be during the remaining employment period, subject to the executive officer's payment of costs and contributions for which he or she is responsible, the ability to continue health care coverage thereafter at his or her sole expense, and an amount equal to three times his or her average annual compensation, with the exception of Mr. Adams who would be paid his base salary from the effective date of termination through the date the employment period would have expired. Payment of benefits will be made in a single lump sum, except for Mr. Adams' will be made in equal installments.

Under the employment agreements, the executive officer may terminate his or her employment for "Good Reason" by giving notice within 60 days after the event giving rise to the right to terminate employment. Good Reason generally includes (i) the Bank's decision not to re-elect or failure to re-elect the executive officer to his or her present position; (ii) with the exception of Mr. Adams, the Bank's failure to extend the executive officer's employment period on the anniversary date for an additional year; (iii) the relocation of the executive officer's principal place of employment by more than a specified distance; (iv) the reduction in the executive officer's base salary or a material reduction in benefits to which the executive officer is entitled; (v) the liquidation or dissolution of the Bank or the Company; (vi) the Bank's material uncured breach of the employment agreement; and (vii) with the exception of Mr. Adams, the occurrence of a "Change of Control" as such term is defined in the 2006 EIP. With respect to Mr. Gasior's employment agreement, "Good Reason" also includes the failure to elect or re-elect him as Chairman of the Board of Directors of the Bank, a change in the composition of the Board of Directors of the Bank such that the current directors no longer constitute a majority of the board other than in certain circumstances where the new board is nominated or appointed by the existing board, or a significant reduction in the scope of his duties, powers, privileges, authority or responsibilities. In the event an executive officer's employment is terminated for Good Reason, he or she will receive the same amounts, the same coverage under the core plans and the same health insurance coverage continuation rights that he or she would have received if his or her employment had been terminated without cause. An executive officer who terminates his or her employment by resignation other than due to Good Reason will only be entitled to his or her earned salary and vacation through the date of termination.

The executive officer is required under the employment agreement to execute a general release in consideration for any severance amounts. The executive officer also agrees not to compete with the Bank or its affiliates for six months after termination or during the period that severance amounts are paid, if longer. In addition, the executive officer agrees not to solicit the Bank's customers, their business or the Bank's employees for eighteen months, which may be reduced in certain circumstances. Payment of amounts due the executive officers under the employment agreements will generally be made in a single lump sum, or in the case of Mr. Adams, in equal installments with the exception upon death and will be reduced as may be necessary to avoid constituting an "excess parachute payment" under Section 280G of the Internal Revenue Code.

In October 2008, the Company entered into employment agreements with Messrs. Gasior, Cloutier and Brennan. The employment agreements have three-year terms and, except as discussed below, are otherwise substantially similar to the respective employment agreements that these individuals have with the Bank. The Board of Directors of the Company most recently reviewed the Company's employment agreements with Messrs. Gasior, Cloutier and Brennan and approved the extension of their terms through March 31, 2015.

The Company does not separately compensate Messrs. Gasior, Cloutier or Brennan for their services to the Company, except for awards made by the Company under the 2006 EIP. Instead, the Bank pays and provides their cash compensation and benefits (other than benefits under the 2006 EIP), and allocates a portion of this expense to the Company pursuant to an intercompany expense sharing arrangement in proportion to the time and services that they provide to the Company. The employment agreements between the Company and Messrs. Gasior, Cloutier and Brennan thus provide that any cash compensation and benefits that become simultaneously due under both their employment agreements with the Company and their employment agreements with the Bank will be subtracted from those due Messrs. Gasior, Cloutier and Brennan under their respective employment agreements with the Company. The payments and benefits (other than benefits under the 2006 EIP) that each of Messrs. Gasior, Cloutier and Brennan will receive under his employment agreement with the Company if his employment is terminated without cause, for Good Reason or due to death or disability are the same as those provided for in their respective employment agreements with the Bank.

The primary material differences between the Company's employment agreements with Messrs. Gasior, Cloutier and Brennan and their respective employment agreements with the Bank are that their employment agreements with the Company provide for indemnification under Maryland law (the Company's state of incorporation) rather than applicable federal law, and further provide that, upon the termination of employment based on the occurrence of a Change of Control as that term is defined in the 2006 EIP, (i) all payments that would otherwise be payable in a series of installments instead will generally be paid in a single lump sum within five business days of the date of termination; (ii) the restricted periods applicable to the non-competition and non-solicitation covenants set forth in their respective employment agreements with the Company and their employment agreements with the Bank will be reduced to six months and the scope of the competitive restrictions will be limited to those that existed immediately prior to the Change of Control; and (iii) all obligations that may become due simultaneously under both the Company's employment agreements with Messrs. Gasior, Cloutier and Brennan and their respective employment agreements with the Bank will first be provided under their employment agreements with the Company. The Company employment agreements do not impose a limit on the compensation that would be payable to Messrs. Gasior, Cloutier or Brennan upon the occurrence of a Change of Control to avoid an "excess parachute payment" under Section 280G of the Internal Revenue Code. However, the payments and benefits that would become due to Messrs. Gasior, Cloutier and Brennan upon the occurrence of a Change of Control currently would not result in any "excess parachute payments" based on their current and historic compensation levels and the relevant terms of their Company employment agreements.

Compensation of Directors

Directors' Fees. All directors of the Company are also directors of the Bank. Except for Mr. Gasior, who receives no fees for serving as a director, committee chairperson or committee member, the directors of the Bank received an annual Board fee of $2,000 per month for preparing for and attending meetings of the Board of Directors of the Bank during 2011. Except for the Audit Committee, the Bank did not pay its directors a separate fee during 2011 for serving on board committees. The members of the Audit Committee were paid an Audit Committee fee during 2011 because the Audit Committee is a required entity with separate responsibilities established by applicable laws and regulations. During 2011, the Bank paid an Audit Committee fee of $1,000 per quarter to Mr. Hausmann (the Chairman of the Audit Committee), and $800 per quarter to Mr. Wells (a member of the Audit Committee).

The Company did not separately compensate the members of its Board of Directors during 2011 for preparing for and attending meetings of the Board of Directors of the Company. A portion of the Board fees that the Bank paid to its directors, however, was allocated to the Company in the intercompany expense allocations that were made between the Company and the Bank during 2011. The Company paid an Audit Committee fee of $800 per quarter to Mr. Koopmans during 2011 for serving on the Company's Audit Committee, but did not compensate the other members of the Audit Committee due to the Audit Committee fee that they received from the Bank. The Company also partially reimbursed Mr. Koopmans for his travel expenses for attending meetings of the Company's Board of Directors.

The Board of Directors fee and the Audit Committee fees for 2011 were unchanged from 2010. The Board fees for 2011 and Audit Committee fees for 2011 have been taken into account in the intercompany expense allocations between the Company and the Bank.

Equity-Based Compensation. The 2006 EIP established a mechanism by which awards of restricted stock or stock options could further align the financial interests of the directors of the Company and the Bank with stockholders and, in the future, provide an additional means to attract, retain and reward individuals who can and do contribute to the success of the Company. The Board of Directors granted long-term equity-based compensation awards (consisting of both restricted stock and stock options) to its members in 2006 and in 2007 and 2010 for Ms. Francis. The 2010 grant to Ms. Francis was awarded based on her years of service consistent with the director equity participation in the 2006 Equity Incentive Plan. Awards under the 2006 EIP were based in part on a member's experience and on each member's responsibilities as assigned by the Board of Directors.

The Board of Directors also established share ownership guidelines for directors applicable both to personally-acquired shares and shares acquired through the 2006 EIP. In general, absent difficult personal financial circumstances, the Board of Directors encourages each director in office at least one year to hold a position in Company shares equal to at least 50% of a director's annual director's fees. At December 31, 2011, all eligible directors and all directors as a group significantly exceeded this ownership position. In addition, the Human Resources Committee encourages directors to retain all shares granted under the 2006 EIP. At December 31, 2011, the Company's directors retained 100% of their vested 2006 EIP restricted shares.

The table below provides information on 2011 compensation for directors who served in 2011.

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)(1)	Total ($)
Cassandra J. Francis	$ 24,000	$ —	$24,000
John M. Hausmann, C.P.A.	$ 28,000	$ —	$28,000
Sherwin R. Koopmans	$ 27,200	$ —	$27,200
Joseph A. Schudt	$ 24,000	$ —	$24,000
Terry R. Wells	$ 27,200	$ —	$27,200
Glen R. Wherfel, C.P.A.	$ 24,000	$ —	$24,000

(1) On September 2, 2011, the expiration date of certain outstanding stock options held by the directors was extended to September 5, 2012. The incremental fair value of the stock option extension was calculated in accordance with ASC Topic 718 and deemed immaterial. The assumptions used in calculating these amounts are set forth in Note 13 to our Financial Statements for the year ended December 31, 2011, which is located on pages 115 through 117 of our Annual Report on Form 10-K.

The table below shows each current non-employee director's outstanding equity awards as of December 31, 2011.

Name	Stock Awards	Option Awards Exercisable
Cassandra J. Francis	4,334	49,664
John M. Hausmann, C.P.A	—	78,664
Sherwin R. Koopmans	—	66,664
Joseph A. Schudt	—	78,664
Terry R. Wells	—	70,664
Glen R. Wherfel, C.P.A	—	63,664

Compensation Committee Interlocks and Insider Participation

Mr. Gasior is the only director of the Company and the Bank who is also an executive officer of the Company and/or the Bank. Mr. Gasior does not participate in the decisions of the Boards of Directors of the Company or the Bank or their respective Human Resources Committees concerning his compensation. No executive officer of the Company or the Bank has served on the Board of Directors or on the compensation committee of any other entity that had an executive officer serving on the Company's Board of Directors or Human Resources Committee.

ITEM 12. BENEFICIAL OWNERSHIP OF COMMON STOCK BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 31, 2012, certain information as to the beneficial ownership of shares of the Company's common stock by: (i) those persons or entities known by the Company to beneficially own more than 5% of the Company's outstanding shares of common stock; (ii) each director and nominee for election as director; (iii) each named executive officer of the Company; and (iv) all directors and executive officers of the Company and the Bank as a group. The address for each individual listed below is: care of BankFinancial Corporation, 15W060 North Frontage Road, Burr Ridge, Illinois 60527. An asterisk denotes beneficial ownership of less than one percent.

Name and Address of Beneficial Owners	Amount of Shares Owned and Nature of Beneficial Ownership[1]	Percent of Shares of Common Stock Outstanding
Wellington Management Company, LLP 75 State Street Boston, Massachusetts 02109	2,082,221[2]	9.88%
BankFinancial, F.S.B. Employee Stock Ownership Plan Trust 2321 Kochs Lane Quincy, Illinois 62305	1,878,002	8.91%
Dimensional Fund Advisors LP 6300 Bee Cave Road Austin, Texas 78746	1,653,533[2]	7.85%
M3 Funds LLC 10 Exchange Place, Suite 510 Salt Lake City, Utah 84111	1,585,085[2]	7.52%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	1,348,241[2]	6.40%
Directors		
Cassandra J. Francis	75,164[3]	*
F. Morgan Gasior	573,504[4]	2.65%
John M. Hausmann	135,803[5]	*
Sherwin R. Koopmans	114,664[6]	*
Joseph A. Schudt	182,464[7]	*
Terry R. Wells	117,664[8]	*
Glen R. Wherfel	124,730[9]	*
Named Executive Officers (other than Mr. Gasior):		
Paul A. Cloutier	242,711[10]	1.14%
James J. Brennan	339,740[11]	1.59%
Christa N. Calabrese	183,926[12]	*
Gregg T. Adams	146,867[13]	*
All Directors and Executive Officers (including Named Executive Officers) as a Group (13 persons)	**2,495,599[14]**	**10.59%**

Footnotes on following page.

(1) The information reflected in this column is based upon information furnished to us by the persons named above and the information contained in the records of our stock transfer agent. The nature of beneficial ownership for shares shown in this column, unless otherwise noted, represents sole voting and investment power and includes shares of common stock issuable upon the exercise of options that are exercisable currently or within 60 days of March 31, 2012.
(2) Amount of shares owned and reported on the most recent Schedule 13G filings with the SEC, reporting ownership as of December 31, 2011.
(3) Includes 4,334 shares of unvested restricted stock held in Ms. Francis' name and 49,664 shares issuable pursuant to options held in Ms. Francis' name.
(4) Includes 22,243 shares held by the BankFinancial and Subsidiaries Associate Investment Plan, 8,761 shares held by the BankFinancial, F.S.B. Employee Stock Ownership Plan, and 300,000 shares issuable pursuant to options held in Mr. Gasior's name. Also includes 122,500 shares held in trust for Mr. Gasior's spouse and 2,500 shares held by Mr. Gasior's spouse's individual retirement account. Mr. Gasior disclaims beneficial ownership of these 125,000 shares.
(5) Includes 78,664 shares issuable pursuant to options held in Mr. Hausmann's name.
(6) Includes 66,664 shares issuable pursuant to options held in Mr. Koopmans' name.
(7) Includes 78,664 shares issuable pursuant to options held in Mr. Schudt's name, 67,385 shares held in trust and 30,438 shares held by an individual retirement account. In addition, includes 5,977 shares held by Mr. Schudt's spouse's individual retirement account. Mr. Schudt disclaims beneficial ownership of these 5,977 shares.
(8) Includes 70,664 shares issuable pursuant to options held in Mr. Wells' name.
(9) Includes 63,664 shares issuable pursuant to options held in Mr. Wherfel's name, and includes 28,566 shares held in trust and 7,500 shares held by an individual retirement account.
(10) Includes 8,761 shares held by the BankFinancial, F.S.B. Employee Stock Ownership Plan. Also, includes 151,000 shares issuable pursuant to options held in Mr. Cloutier's name. Mr. Cloutier's holdings include 82,950 shares of common stock subject to pledge.
(11) Includes 80,012 shares held by the BankFinancial and Subsidiaries Associate Investment Plan, 8,761 shares held by the BankFinancial, F.S.B. Employee Stock Ownership Plan, 165,667 shares issuable pursuant to options held in Mr. Brennan's name. Also includes 300 shares held by Mr. Brennan's spouse. Mr. Brennan disclaims beneficial ownership of these 300 shares.
(12) Includes 13,831 shares held by the BankFinancial and Subsidiaries Associate Investment Plan, 8,761 shares held by the BankFinancial, F.S.B. Employee Stock Ownership Plan, and 136,334 shares issuable pursuant to options held in Ms. Calabrese's name.
(13) Includes 31,106 shares held by the BankFinancial and Subsidiaries Associate Investment Plan, 8,761 shares held by the BankFinancial, F.S.B. Employee Stock Ownership Plan, and 85,000 shares issuable pursuant to options held in Mr. Adams' name.
(14) Includes 1,351,819 shares issuable pursuant to options held.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Transactions with Certain Related Persons

Neither the Bank nor the Company had any outstanding extensions of credit as of December 31, 2011 to any executive officer or directors or to a related interest of a director or executive officer other than Ms. Francis. The Bank made certain secured real estate loans to Ms. Francis and her spouse prior to Ms. Francis' appointment as a director in 2006, and these loans were considered to be grandfathered from the Bank's practice of not making loans to directors or executive officers. This extension of credit was made in the ordinary course of business on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with persons not related to the Bank, does not involve more than normal risk of collectability or present other unfavorable features, and is not past due or classified as non-accrual, restructured or a potential problem loan. The Bank's Professional Responsibility Policy provides that no director or executive officer (as defined by the Bank's Board of Directors) may provide goods or services to the Bank or an affiliate (which includes the Company) unless approved by the disinterested majority of the Board of Directors after full disclosure and it is determined that the arrangement is fair and appropriate. In addition, all transactions between the Bank or its affiliates and a director or executive officer must be conducted on an arm's length basis, comply with all applicable laws and regulations and be on terms that are no more favorable to the director or executive officer than those afforded to similarly situated customers and vendors.

Director Independence

The Board of Directors has determined that, except for Mr. Gasior, who serves as the Chairman, Chief Executive Officer and President of the Company, each of the Company's directors is "independent" as defined in Rule 5605(a)(2) of the listing standards of the NASDAQ Stock Market.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Set forth below is certain information concerning aggregate fees billed for professional services rendered by Crowe Horwath LLP during the years ended December 31, 2011 and 2010:

Audit Fees. The aggregate fees billed to the Company by Crowe Horwath for professional services rendered by Crowe Horwath for the audit of the Company's annual financial statements and internal controls, review of the financial statements included in the Company's Annual Reports on Form 10-K and services that are normally provided by Crowe Horwath in connection with statutory and regulatory filings and engagements were $417,320 and $367,800 during the years ended December 31, 2011 and 2010, respectively.

Audit-Related Fees. The aggregate fees billed to the Company by Crowe Horwath for assurance and related services rendered by Crowe Horwath that are reasonably related to the performance of the audit of and review of the financial statements and that are not already reported in "Audit Fees" above, were $36,700 and $38,000 during the years ended December 31, 2011 and 2010, respectively. The 2011 and 2010 fees were billed to the Company for services related to the Bank's ESOP and 401(k) Plans, and in 2011 the fees were paid by the Plans. In 2011, fees totaling $15,800 were paid for the audit and review of the Bank's Trust Department.

Tax Fees. The aggregate fees billed to the Company by Crowe Horwath for professional services rendered by Crowe Horwath for tax consultations and tax compliance were $47,000 and $55,150 during the years ended December 31, 2011 and 2010, respectively.

All Other Fees. Crowe Horwath performed professional services in the amount of $5,175 that would be considered in the all other fee category during the fiscal year ended December 31, 2011 and did not perform any professional services in the category during 2010.

Audit Committee Pre-Approval Policy. The Audit Committee pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by Crowe Horwath, subject to the de minimus exceptions for non-audit services described in Section 10A (i) (1) (B) of the Securities Exchange Act of 1934, as amended, which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee pre-approved the audit related fees and tax fees described above during the years ended December 31, 2011 and 2010.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(3) Exhibits

The documents set forth below are filed herewith or incorporated herein by reference to the location indicated.

	Exhibit	Location
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BANKFINANCIAL CORPORATION

Date: April 30, 2012

By: /s/ F. Morgan Gasior
F. Morgan Gasior
Chairman of the Board, Chief Executive Officer and President
(Duly Authorized Representative)

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, F. Morgan Gasior, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of BankFinancial Corporation, a Maryland corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2012

/s/ F. Morgan Gasior
F. Morgan Gasior
Chairman of the Board, Chief Executive Officer
and President

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Paul A. Cloutier, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of BankFinancial Corporation, a Maryland corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2012

/s/ Paul A. Cloutier
Paul A. Cloutier
Executive Vice President and
Chief Financial Officer