

FLUSHING FINANCIAL CORP  
Form 4  
August 01, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fry David W

2. Issuer Name and Ticker or Trading Symbol  
FLUSHING FINANCIAL CORP  
[FFIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1979 MARCUS AVENUE, SUITE E140

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
LAKE SUCCESS, NY 11042

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	07/30/2013		M	(1) 10,000	\$ 16.77	90,409	D
Common Stock	07/30/2013		M	(2) 5,000	\$ 17.88	95,409	D
Common Stock	07/31/2013		M	(3) 10,000	\$ 16.44	105,409	D
Common Stock	07/30/2013		M	(4) 10,000	\$ 16.65	115,409	D
Common Stock	07/30/2013		F	(5) 32,274	\$ 19.17	83,135	D

Common Stock 23,928 <sup>(6)</sup> I 401(K)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Exercise (Right to buy)	\$ 16.77	07/30/2013		M	10,000	<sup>(1)</sup> 06/14/2014	Common Stock	10,000	
Employee Stock Option Exercise (Right to buy)	\$ 17.88	07/30/2013		M	5,000	<sup>(2)</sup> 06/20/2015	Common Stock	5,000	
Employee Stock Option Exercise (Right to buy)	\$ 16.44	07/30/2013		M	10,000	<sup>(3)</sup> 06/19/2016	Common Stock	10,000	
Employee Stock Option Exercise (Right to buy)	\$ 16.65	07/30/2013		M	10,000	<sup>(4)</sup> 06/18/2017	Common Stock	10,000	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fry David W 1979 MARCUS AVENUE, SUITE E140 LAKE SUCCESS, NY 11042			Executive Vice President	

## Signatures

Signed by Russell A. Fleishman Under Power of Attorney by David W. Fry 08/01/2013

\_\_Signature of Reporting Person
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock option exercise from June 15, 2004 grant. Options became exercisable on December 21, 2004.
- (2) Stock option exercise from June 21, 2005 grant. Options became exercisable on December 21, 2005.
- (3) Stock option exercise from June 20, 2006 grant. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.
- (4) Stock option exercise from June 19, 2007 grant. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.
- (5) Shares withheld to satisfy option price and taxes.
- (6) Shares held in FB 401k Savings Plan a/o 8/1/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.