

FLUSHING FINANCIAL CORP

Form 4

August 01, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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  
\_X\_ 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)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount        | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 07/30/2013                           |                                                    | M                              |                                                                   | 10,000<br>(1) | A          | \$ 16.77                                                                                      | 90,409                                                   | D                                                     |
| Common Stock                    | 07/30/2013                           |                                                    | M                              |                                                                   | 5,000<br>(2)  | A          | \$ 17.88                                                                                      | 95,409                                                   | D                                                     |
| Common Stock                    | 07/31/2013                           |                                                    | M                              |                                                                   | 10,000<br>(3) | A          | \$ 16.44                                                                                      | 105,409                                                  | D                                                     |
| Common Stock                    | 07/30/2013                           |                                                    | M                              |                                                                   | 10,000<br>(4) | A          | \$ 16.65                                                                                      | 115,409                                                  | D                                                     |
| Common Stock                    | 07/30/2013                           |                                                    | F                              |                                                                   | 32,274<br>(5) | D          | \$ 19.17                                                                                      | 83,135                                                   | D                                                     |

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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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SEC 1474  
(9-02)

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

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

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                                |       |
|-------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                        | Other |
| Fry David W<br>1979 MARCUS AVENUE, SUITE E140<br>LAKE SUCCESS, NY 11042 |               |           | Executive<br>Vice<br>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.

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