Grasso Maria A Form 4 February 05, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

E140

(Print or Type Responses)

1. Name and Address of Reporting Person * Grasso Maria A

(First)

(Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

FLUSHING FINANCIAL CORP

[FFIC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2013

1979 MARCUS AVENUE, SUITE

(Middle)

Executive Vice President

Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Director

below)

_X__ Officer (give title

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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LAKE SUCCESS, NY 11042

(City)	(State) (Z	Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership	7. Nature of Indirect	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/01/2013		M	2,780 (1)	A	\$ 8.44	77,373	D		
Common Stock	02/01/2013		F	1,493	D	\$ 15.72	75,880	D		
Common Stock	02/01/2012		F	476	D	\$ 15.72	75,404	D		
Common Stock	02/01/2013		S	881	D	\$ 15.94 (2)	74,523	D		
							21,396 (3)	I	401(K)	

Commmon Stock

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Exercise	\$ 8.44	02/01/2013		M		2,780	<u>(1)</u>	01/29/2019	Common Stock	2,780

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Grasso Maria A 1979 MARCUS AVENUE SUITE E140 LAKE SUCCESS, NY 11042

Executive Vice President

Signatures

Signed by Russell A. Fleishman under Power of Attorney by Maria A. Grasso

02/05/2013

**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. Options become exercisable in five equal installments beginning on the first anniversary of the date of grant.

Reporting Owners 2

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- (2) Shares sold at a weighted average price of \$15.94. Share range of \$15.91 \$15.95.
- (3) Shares held in FSB 401(K) Savings Plan as of 2/4/2013.

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.