

FLUSHING FINANCIAL CORP
Form 4
March 10, 2014

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 *
Jin Jeoung

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2014

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/06/2014		M		1,500 (1) \$ 16.77	A	20,999 D
Common Stock	03/06/2014		M		1,500 (1) \$ 17.88	A	22,499 D
Common Stock	03/06/2014		M		1,500 (1) \$ 16.44	A	23,999 D
Common Stock	03/06/2014		M		3,000 (1) \$ 16.65	A	26,999 D
Common Stock	03/06/2014		M		3,000 (1) \$ 19.37	A	29,999 D

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Common Stock	03/06/2014	M	880 ⁽¹⁾	A	\$ 8.44	30,879	D	
Common Stock	03/06/2014	F	9,952 ⁽²⁾	D	\$ 21.06	20,927	D	
Common Stock						27,206 ⁽³⁾	I	401k

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Exercise (Right to Buy)	\$ 16.77	03/06/2014		M	1,500	⁽¹⁾ 06/14/2014	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 17.88	03/06/2014		M	1,500	⁽¹⁾ 06/20/2015	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 16.44	03/06/2014		M	1,500	⁽¹⁾ 06/19/2016	Common Stock	1,500
Employee Stock Option	\$ 16.65	03/06/2014		M	3,000	⁽¹⁾ 06/18/2017	Common Stock	3,000

(Right to Buy)

Employee Stock

Option (Right to Buy)	\$ 19.37	03/06/2014	M	3,000	<u>(1)</u>	06/16/2018	Common Stock	3,000
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Stock

Option

Exercise (Right to buy)	\$ 8.44	03/06/2014	M	880	<u>(1)</u>	01/29/2019	Common Stock	880
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Phantom

Stock

Units

(4)(4)(4)

							Common Stock	716
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Jin Jeoung
 1979 MARCUS AVENUE
 SUITE E140
 LAKE SUCCESS, NY 11042

Executive Vice President

Signatures

Signed by Russell A. Fleishman under Power of Attorney by
 Jeoung Jin

03/10/2014

**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. Option grants from 2004 & 2005 became exercisable on December 21 of the year of grant. All other option grants became exercisable in five equal installments beginning on the anniversary of the grant.
- (2) Shares withheld to satisfy option price and taxes.
- (3) Shares held in FB 401k a/o 3/7/14.
- (4) 1:1 Includes amounts credited to Mr. Jin's account through 3/6/14. The vested amount will be paid in a cash lump sum or installments as elected by the reporting officer upon termination of employment (in accordance with IRS 409A).

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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