

Jin Jeoung  
 Form 4  
 February 22, 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 \*  
**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)  
**Senior Vice President**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/20/2013**

**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 (A) or (D) Price			
Common Stock	02/20/2013		M	1,800 (1) A \$ 13.47	19,746	D	
Common Stock	02/20/2013		F	1,497 D \$ 16.2	18,249	D	
Common Stock	02/20/2013		F	110 D \$ 16.2	18,139	D	
Common Stock	02/20/2013		M	3,520 (2) A \$ 8.44	21,659	D	
Common Stock	02/20/2013		F	1,834 D \$ 16.2	19,825	D	

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Common Stock	02/20/2013	F	609	D	\$ 16.2	19,216	D	
Common Stock	02/22/2013	S	3,030	D	\$ 16.12 (3)	16,186	D	
Common Stock						25,627 (4)	I	401(K)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.47	02/20/2013		M	1,800	(1) 06/16/2013	Common Stock	1,800	
Employee Stock Option (Right to Buy)	\$ 8.44	02/20/2013		M	3,520	(2) 01/29/2019	Common Stock	3,520	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jin Jeoung 1979 MARCUS AVENUE			Senior Vice President	

SUITE E140  
LAKE SUCCESS, NY 11042

## Signatures

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

02/22/2013

\_\_\_\_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 17, 2003 grant. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.
- (2) Stock option exercise from January 30, 2009 grant. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.
- (3) All shares sold at \$16.12.
- (4) Shares held in FSB 401(K) Savings Plan as of 2/22/2013.

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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