

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 (A) or (D)		
Common Stock	03/06/2014		M		1,500 (1) \$ 16.77	20,999	D
Common Stock	03/06/2014		M		1,500 (1) \$ 17.88	22,499	D
Common Stock	03/06/2014		M		1,500 (1) \$ 16.44	23,999	D
Common Stock	03/06/2014		M		3,000 (1) \$ 16.65	26,999	D
Common Stock	03/06/2014		M		3,000 (1) \$ 19.37	29,999	D

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Common Stock	03/06/2014	M	880 <sup>(1)</sup>	A	\$ 8.44	30,879	D	
Common Stock	03/06/2014	F	9,952 <sup>(2)</sup>	D	\$ 21.06	20,927	D	
Common Stock						27,206 <sup>(3)</sup>	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	<sup>(1)</sup> 06/14/2014	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 17.88	03/06/2014		M	1,500	<sup>(1)</sup> 06/20/2015	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 16.44	03/06/2014		M	1,500	<sup>(1)</sup> 06/19/2016	Common Stock	1,500
Employee Stock Option	\$ 16.65	03/06/2014		M	3,000	<sup>(1)</sup> 06/18/2017	Common Stock	3,000

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 19.37	03/06/2014	M	3,000	(1)	06/16/2018	Common Stock	3,000	
Stock Option Exercise (Right to buy)	\$ 8.44	03/06/2014	M	880	(1)	01/29/2019	Common Stock	880	
Phantom Stock Units	(4)				(4)	(4)	Common Stock	716	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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. 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.