McCabe John Form 4 May 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * McCabe John

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol FLUSHING FINANCIAL CORP

(Check all applicable)

[FFIC]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 05/02/2013

1979 MARCUS AVENUE, SUITE E140

(Street)

(State)

(City)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAKE SUCCESS, NY 11042

		1401	CI MONIE	ciivative	Arvative Securities Acquired, Disposed of, or Beneficiary Owned					
1.Title of Security	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed 3. 4. Securities Acquired Day/Year) Execution Date, if Transaction(A) or Disposed of (D)			•	5. Amount of Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3)	•	any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(4)		Reported	(Instr. 4)		
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/02/2013		M	16,875 (1)	A	\$ 13.47	70,799	D		
Common Stock	05/02/2013		F	15,033	D	\$ 15.12	55,766	D		

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option Exercise (Right to Buy)	\$ 13.47	05/02/2013		М	16,875	<u>(1)</u>	06/16/2013	Common Stock	16,875

Reporting Owners

LAKE SUCCESS, NY 11042

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
McCabe John						
1979 MARCUS AVENUE, SUITE E140	X					

Signatures

Signed by Russell A. Fleishman Under Power of Attorney by John McCabe

05/06/2013

**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).
- 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.

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.

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