

Jin Jeoung
Form 4
June 20, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
LAKE SUCCESS, NY 11042

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
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/16/2011		M		450 ⁽¹⁾	A \$ 10.89	14,998 D
Common Stock	06/16/2011		F		398	D \$ 12.31	14,600 D
Common Stock	06/16/2011		F		18	D \$ 12.31	14,582 D
Common Stock	06/17/2011		S		250	D \$ 12.66	14,332 D
Common Stock	06/17/2011		F		254 ⁽²⁾	D \$ 12.52	14,078 D

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Common Stock	06/19/2011	F	218 <u>(2)</u>	D	\$ 12.68	13,860	D	
Common Stock	06/20/2011	F	55 <u>(2)</u>	D	\$ 12.68	13,805	D	
Common Stock						22,132	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. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option Exercise (Right to Buy)	\$ 10.89	06/16/2011		M		450		<u>(1)</u>	07/16/2011	Common Stock	450	\$
Phantom Stock Units	<u>(3)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	537	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jin Jeoung 1979 MARCUS AVENUE SUITE E140	Senior Vice President

LAKE SUCCESS, NY 11042

Signatures

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

06/20/2011

__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 became exercisable in five equal installments beginning on the first anniversary of the date of grant.
- (2) Shares withheld to satisfy tax withholding upon vesting of restricted stock units.
- (3) 1:1
- (4) Includes credits to Mr. Jin's account as of 6/17/11. The vested balance will be paid in a cash lump sum or installments as elected by the reporting officer upon termination of employment (in accordance with 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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