

FLUSHING FINANCIAL CORP  
 Form 4  
 November 04, 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 \*  
 Kelly Theresa

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  
X 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)  
 10/31/2014

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	10/31/2014		M	(1)	10,000	A	\$ 16.74 36,145 D
Common Stock	10/31/2014		M	(2)	5,000	A	\$ 16.65 41,145 D
Common Stock	10/31/2014		M	(3)	880	A	\$ 8.44 42,025 D
Common Stock	10/31/2014		F	(4)	14,059	D	\$ 19.87 27,966 D
Common Stock	10/31/2014		S		2,000	D	\$ 20.04 25,966 D

Common Stock 17,429 <sup>(5)</sup> I 401k

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. 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option Exercise (Right to Buy)	\$ 16.74	10/31/2014		M	10,000	<sup>(1)</sup> 05/30/2016	Common Stock	10,000
Employee Stock Option Exercise (Right to Buy)	\$ 16.65	10/31/2014		M	5,000	<sup>(2)</sup> 06/18/2017	Common Stock	5,000
Employee Stock Option Exercise (Right to Buy)	\$ 8.44	10/31/2014		M	880	<sup>(3)</sup> 01/29/2019	Common Stock	880

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Executive Vice President

Kelly Theresa  
1979 MARCUS AVENUE  
SUITE E140  
LAKE SUCCESS, NY 11042

## Signatures

Signed by Russell A. Fleishman under Power of Attorney by Theresa  
Kelly

11/04/2014

\_\_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 from 5/31/2006 grant.
  - (2) Stock option exercise from 6/19/2007 grant.
  - (3) Stock option exercise from 1/30/2009 grant.
  - (4) Shares withheld for option price and taxes.
  - (5) Shares held in the FB 401k as of 11/03/2014.

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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