

Jin Jeoung  
Form 4  
June 20, 2011

**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)  
06/16/2011

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	06/16/2011		M	450 <sup>(1)</sup> 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 <sup>(2)</sup> D    \$ 12.52	14,078	D	

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Common Stock	06/19/2011	F	218 <sup>(2)</sup>	D	\$ 12.68	13,860	D	
Common Stock	06/20/2011	F	55 <sup>(2)</sup>	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. F Derivative Securities (Instr. 3 and 4)	
				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	<sup>(1)</sup>	07/16/2011	Common Stock	450
Phantom Stock Units	<sup>(3)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	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. 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.