

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  
 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)  
 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.

**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.** SEC 1474 (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) | Amount or Number of Shares |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| 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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