Kelly Theresa Form 4 December 26, 2012

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Kelly Theresa

FLUSHING FINANCIAL CORP

(Check all applicable)

[FFCI]

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

(First)

(Street)

(State)

(Month/Day/Year) 12/21/2012

Other (specify X_ Officer (give title below)

Senior Vice President

1979 MARCUS AVENUE, SUITE E140

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

LAKE SUCCESS, NY 11042

(,)	(4)	1 able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6. Ownership			
Security	(Month/Day/Year)	Execution Date, if		on(A) or Disposed of (D)	Securities	Form: Direct			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		
				(4)	Reported				
				(A)	Transaction(s)				
			Code V	or Amount (D) Price	(Instr. 3 and 4)				
Common			_			_			
Stock	12/21/2012	12/21/2012	F	$159 \frac{(1)}{1} D \qquad \qquad 15.27$	25,488	D			
Stock				13.27					
Common Stock					13,277 (2)	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Kelly Theresa - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number of	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

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

Senior Vice President

Signatures

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

12/26/2012

**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) Shares withheld to satisfy tax liability upon vesting.
- (2) Shares held in FSB 401(K) Savings Plan as of 12/20/12.

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.

Reporting Owners 2