

dePasquale Caterina  
Form 3  
January 07, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>dePasquale Caterina</p> <p>(Last) (First) (Middle)</p> <p>1979 MARCUS AVENUE, SUITE E140</p> <p>(Street)</p> <p>LAKE SUCCESS, NY 11042</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FLUSHING FINANCIAL CORP [FFIC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,734	D	^
Common Stock	8 <sup>(1)</sup>	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â (2)	06/18/2017	Common Stock	400	\$ 16.65	D	Â
Employee Stock Options (right to buy)	Â (2)	06/16/2018	Common Stock	300	\$ 19.37	D	Â
Employee Stock Options (right to buy)	Â (2)	01/29/2019	Common Stock	300	\$ 8.44	D	Â
Phantom Stock Units	Â (3)	Â (3)	Common Stock	11	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
dePasquale Caterina 1979 MARCUS AVENUE SUITE E140 LAKE SUCCESS, NY 11042	Â	Â	Â Senior Vice President	Â

## Signatures

Signed by Russell A. Fleishman Under Power of Attorney by Caterina dePasquale

01/07/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 held in the FSB 401(k) savings plan a/o 1/6/2010.
- (2) Grant of stock options which become exercisable in 5 equal installments beginning on the first anniversary of the date of grant.
- (3) Includes amounts credited to Ms. dePasquale's account through 12/31/2009. The vested account balance will be paid in a cash lump sum or in installments as elected by the reporting officer upon termination of employment (in accordance with IRS 409A).
- (4) 1:1

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.