

FLUSHING FINANCIAL CORP  
Form 4  
November 14, 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 \*  
Weichsel W Jeffrey

2. Issuer Name and Ticker or Trading Symbol  
FLUSHING FINANCIAL CORP [FFIC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
1979 MARCUS AVENUE, SUITE E140  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/12/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |                                   |
| Common Stock                    | 11/12/2014                           |  | S                              | 487 D \$ 20.36  | 18,950  | D  |                                   |
| Common Stock                    | 11/12/2014                           |  | S                              | 5,496 D \$ 20.3   | 13,454  | D  |                                   |
| Common Stock                    | 11/14/2014                           |  | M                              | 3,000 (1) A \$ 19.37  | 18,214  | D  |                                   |
| Common Stock                    | 11/14/2014                           |  | M                              | 880 (2) A \$ 8.44   | 17,334  | D  |                                   |
| Common Stock                    | 11/14/2014                           |  | F                              | 3,447 (3) D \$ 20.54  | 13,887  | D  |                                   |

Common Stock 16,778 <sup>(4)</sup> I 401k

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|

|   |          |            |  |   |       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|----------|------------|--|---|-------|------------------|-----------------|--------------|----------------------------|
|   |          |            |  |   |       | Code             | V               | (A)          | (D)                        |
| Employee Stock Option Exercise (Right to Buy) | \$ 19.37 | 11/14/2014 |  | M | 3,000 | <u>(1)</u>       | 06/16/2018      | Common Stock | 3,000                      |
| Employee Stock Option Exercise (Right to Buy) | \$ 8.44  | 11/14/2014 |  | M | 880   | <u>(2)</u>       | 01/30/2019      | Common Stock | 880                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Weichsel W Jeffrey<br>1979 MARCUS AVENUE<br>SUITE E140<br>LAKE SUCCESS, NY 11042 |               |           | Senior Vice President |       |

## Signatures

Signed by Russell A. Fleishman under POA by William J.  
Weichsel

11/14/2014

\_\_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 June 17, 2008 grant.
- (2) Stock Option exercise from January 30, 2009 grant.
- (3) Shares withheld to satisfy option price and taxes.
- (4) Shares held in FB 401k as of 11/13/2014.

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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