

Weichsel W Jeffrey
 Form 4
 March 20, 2012

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)
 ___ 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)
 03/19/2012

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 | 03/19/2012 | | M | | 4,500 | A | \$ 12.37 | 28,834 | D | |
| Common Stock | 03/19/2012 | | F | | 3,976 | D | \$ 14 | 24,858 | D | |
| Common Stock | 03/19/2012 | | F | | 189 | D | \$ 14 | 24,669 ⁽¹⁾ | D | |
| Common Stock | 03/19/2012 | | S | | 335 | D | \$ 14.12 ⁽³⁾ | 24,334 | D | |
| | | | | | | | | 13,015 ⁽¹⁾ | I | 401(K) |

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Common
Stock

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 12.37 | 03/19/2012 | | M | 4,500 | <u>(2)</u> 06/17/2012 | Common Stock | 4,500 |

Reporting Owners

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

Signatures

Signed by Russell A. Fleishman Under Power of Attorney by William J. Weichsel

03/20/2012

____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 held in FSB 401(K) Savings Plan as of 3/20/2012.

(2) Stock option exercise from June 18, 2002 grant. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.

(3) All shares sold at \$14.12.

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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