

Jin Jeoung
Form 4
June 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Jin Jeoung

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)
06/08/2010

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 | | 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 | Price | | | |
| Common Stock | 06/08/2010 | 06/08/2010 | M | | 360 ⁽¹⁾ | A | \$ 7.04 13,483 | D | |
| Common Stock | 06/08/2010 | 06/08/2010 | F | | 201 | D | \$ 12.55 13,282 | D | |
| Common Stock | 06/08/2010 | 06/08/2010 | F | | 57 | D | \$ 12.55 13,225 | D | |
| Common Stock | 06/08/2010 | 06/08/2010 | S | | 275 | D | \$ 12.3 12,950 | D | |
| Common Stock | | | | | | | 20,341 | I | 401k ⁽²⁾ |

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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 Exercise (Right to Buy) | \$ 7.04 | 06/08/2010 | 06/08/2010 | M | 360 | <u>(1)</u> 07/17/2010 | Common Stock | 360 |
| Phantom Stock Units | <u>(3)</u> | | | | | <u>(4)</u> <u>(4)</u> | Common Stock | 479 |

Reporting Owners

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

Signatures

Signed by Russell A. Fleishman under Power of Attorney by A.J. Jin 06/10/2010

__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 2000 grant. Options became exercisable in five equal installments upon anniversary of date of grant.
- (2) Shares held in the FSB 401k Savings Plan as of 6/9/10.
- (3) 1:1
- (4) Includes amounts credited to Mr. Jin's account through 6/10/10. 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).

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.