

PIACENTINI ANNA M
Form 4
May 01, 2006

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 *
PIACENTINI ANNA M

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

1979 MARCUS AVENUE, SUITE E140

05/01/2006

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

LAKE SUCCESS, NY 11042

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 or Price | | |
| Common Stock | 05/01/2006 | 05/01/2006 | J | | 5,038 (1) \$ 4.81 | A | 54,221 D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | | 5,400 (2) \$ 5.39 | A | 59,621 D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | | 100 (3) \$ 16.64 | D | 59,521 D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | | 300 (3) \$ 16.65 | D | 59,221 D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | | 400 (3) \$ 16.67 | D | 58,821 D |

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| | | | | | | | | |
|--------------|------------|------------|---|------------------|---|----------|--------|---|
| Common Stock | 05/01/2006 | 05/01/2006 | J | 300 <u>(3)</u> | D | \$ 16.68 | 58,521 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 168 <u>(3)</u> | D | \$ 16.69 | 58,353 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 235 <u>(3)</u> | D | \$ 16.7 | 58,118 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 65 <u>(3)</u> | D | \$ 16.71 | 58,053 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.73 | 57,953 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 913 <u>(3)</u> | D | \$ 16.74 | 57,040 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 300 <u>(3)</u> | D | \$ 16.75 | 56,740 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 487 <u>(3)</u> | D | \$ 16.76 | 56,253 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 798 <u>(3)</u> | D | \$ 16.77 | 55,455 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 200 <u>(3)</u> | D | \$ 16.78 | 55,255 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 1,702 <u>(3)</u> | D | \$ 16.79 | 53,553 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 700 <u>(3)</u> | D | \$ 16.8 | 52,853 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 300 <u>(3)</u> | D | \$ 16.81 | 52,553 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 1,670 <u>(3)</u> | D | \$ 16.82 | 50,883 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.83 | 50,783 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.84 | 50,683 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.86 | 50,583 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 400 <u>(3)</u> | D | \$ 16.89 | 50,183 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.9 | 50,083 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | \$ 16.91 | 49,983 | D |
| | 05/01/2006 | 05/01/2006 | J | 100 <u>(3)</u> | D | | 49,883 | D |

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| | | | | | | | | |
|--------------|------------|------------|---|--------------------|---|----------|--------|---|
| Common Stock | | | | | | \$ 16.92 | | |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 200 ⁽³⁾ | D | \$ 17.02 | 49,683 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 100 ⁽³⁾ | D | \$ 17.03 | 49,583 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 200 ⁽³⁾ | D | \$ 17.04 | 49,383 | D |
| Common Stock | 05/01/2006 | 05/01/2006 | J | 200 ⁽³⁾ | D | \$ 17.05 | 49,183 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option Exercise (Right to Buy) | \$ 4.81 | 05/01/2006 | 05/01/2006 | J | 5,038 ⁽¹⁾ | ⁽⁴⁾ 05/20/2006 | Common Stock | 5,038 | |
| Employee Stock Option Exercise (Right to Buy) | \$ 5.39 | 05/01/2006 | 05/01/2006 | J | 5,400 | ⁽⁴⁾ 12/16/2006 | Common Stock | 5,400 | |

Reporting Owners

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

Signatures

Signed by Russell A. Fleishman under Power of Attorney by Anna M. Piacentini

05/01/2006

__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) Exercise of options granted 5/21/96 pursuant to 10b5-1 Trading Plan. The reporting person has not selected execution date.
- (2) Exercise of options granted 12/17/96 pursuant to 10b5-1 Trading Plan. The reporting person has not selected execution date.
- (3) Shares sold pursuant to 10b5-1 Trading Plan. Reporting person has not selected execution date.
- (4) Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.

Remarks:

Reporting officer also indirectly owns 17,730 & 12,671 shares in their FSB 401(k) Savings Plan and FFC Stock-Based Profit S

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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