

FLUSHING FINANCIAL CORP  
 Form 4  
 February 26, 2008

**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 \*  
**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)  
**02/22/2008**

**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	02/22/2008	02/22/2008	I	3,799 D 16.76	1,914 <sup>(2)</sup> <sub>(1)</sub>	I	PSP
Common Stock					4,525	D	
Common Stock					698 <sup>(3)</sup>	I	401(k)

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 SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Price of Derivative Security (Instr. 5)
Phantom Stock Units	(4)			Code V (A) (D)		Date Exercisable (5) Expiration Date (5)	Common Stock	Amount or Number of Shares 269

## 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 Jeoung Jin 02/26/2008

\_\_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) Intra-plan transfer out of Company stock fund. Number of shares shown is approximate since plan records are kept in unit accounting basis. Price shown reflects portion of redemption price for the units (within the plan) allocable to the shares.
- (2) Shares held in FFC Stock Based Profit Sharing Plan a/o 2/26/08.
- (3) Shares held in FSB 401(k) a/o 12/20/07.
- (4) 1:1

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- (5) Includes amounts credited to Mr. Jin's account through 2/26/08. The vested balance will be paid in a cash lump sum or in installments as previously elected by the reporting officer following termination of employment (in accordance with 409A).

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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