FLUSHING FINANCIAL CORP

Form 4

August 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

5. Relationship of Reporting Person(s) to

Issuer

ROE JOHN E SR

Symbol FLUSHING FINANCIAL CORP

2. Issuer Name and Ticker or Trading

(Check all applicable)

[FFIC]

(Last)

(Middle) 3. Date of Earliest Transaction _X__ Director

10% Owner _ Other (specify

(Month/Day/Year)

07/28/2006

Officer (give title

1979 MARCUS AVENUE,, SUITE E140

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

LAKE SUCCESS, NY 11042

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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)	,			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	07/28/2006	07/28/2006	S	100	D	\$ 16.82	81,062	D	
Common Stock	07/28/2006	07/28/2006	S	400	D	\$ 16.79	80,662	D	
Common Stock	07/28/2006	07/28/2006	S	800	D	\$ 16.78	79,862	D	
Common Stock	07/28/2006	07/28/2006	S	200	D	\$ 16.77	79,662	D	
Common Stock	07/28/2006	07/28/2006	S	100	D	\$ 16.8	79,562	D	

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Common Stock	07/28/2006	07/28/2006	S	7,424	D	\$ 16.75	72,138	D	
Common Stock	07/28/2006	07/28/2006	S	301	D	\$ 16.92	71,837	D	
Common Stock							15,225	I	Spouse
Common Stock							15,525 (1)	I	See Footnote (1)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or Number	
						Exercisable Date	Date	of		
				Code V	7 (A) (D)				Shares	
				Code v	I (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DE IOHN E SR							

ROE JOHN E SR 1979 MARCUS AVENUE,, SUITE E140 X LAKE SUCCESS, NY 11042

Signatures

Signed by Russell A. Fleishman under Power of Attorney by John E. Roe, Sr. 08/01/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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 City Underwriting Defined Benefit Profit Sharing Plan by John E. Roe, Sr., Trustee.

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.