Fry David W Form 4 June 22, 2006

## FORM 4

## **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

response... 0.5

Form 5 obligations may continue. See Instruction

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 ** Fry David W	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)  1979 MARCUS AVENUE, SUITE E140	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2006	Director 10% Owner Officer (give title Other (specify below) Senior Vice President / CFO		
(Street)  LAKE SUCCESS, NY 11042	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
271112 5000255, 1(1 11012		Person		

f Amendment, Date Original	6. Individual or Joint/Group Filing(Check							
ed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	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. Transactio Code (Instr. 8)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/21/2006	06/21/2006	F	338 (1)	D	\$ 16.56	11,394	D	
Common Stock	06/21/2006	06/21/2006	A	6,000	A	<u>(2)</u>	17,394	D	
Common Stock							851 <u>(3)</u>	I	401(k)
Common Stock							5,162 <u>(4)</u>	Ι	PSP

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Ye Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 16.56	06/21/2006	06/21/2006	A	10,000	<u>(5)</u>	06/20/2016	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>,</b>	Director	10% Owner	Officer	Other		
Fry David W			Senior Vice			
1979 MARCUS AVENUE, SUITE E140			President /			
LAKE SUCCESS NY 11042			CFO			

## **Signatures**

Signed by Russell A Fleishman under Power of Attorney by David W. Fry

06/22/2006

\*\*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) Shares withheld to satisfy tax liability upon vesting of restricted stock units.
- (2) Grant of restricted stock units payable in common stock upon vesting in five equal installments beginning on the first anniversary of the date of grant.
- (3) Shares held in FSB 401(k) Plan a/o 3/31/06.
- (4) Shares held in FFC Stock-Based Profit Sharing Plan a/o 3/31/06.
- (5) Grant of stock options which become exercisable in five equal installments beginning on the first anniversary of the date of grant.

Reporting Owners 2

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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.