

NICOLosi VINCENT F
 Form 4
 February 06, 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 *
 NICOLosi VINCENT F

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)
 02/03/2006

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

1979 MARCUS AVENUE, SUITE E140

(Street)

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

LAKE SUCCESS, NY 11042

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/03/2006	02/03/2006	M		30,000 (1)	A	\$ 4.81 68,450 D
Common Stock	02/03/2006	02/03/2006	S		1,554	D	\$ 16 66,896 D
Common Stock	02/03/2006	02/03/2006	S		1,746	D	\$ 16.01 65,150 D
Common Stock	02/03/2006	02/03/2006	S		1,000	D	\$ 16.02 64,150 D
Common Stock	02/03/2006	02/03/2006	S		700	D	\$ 16.03 63,450 D

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Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.05	63,150	D
Common Stock	02/03/2006	02/03/2006	S	200	D	\$ 16.06	62,950	D
Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.07	62,650	D
Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.12	62,350	D
Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.13	62,050	D
Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.14	61,750	D
Common Stock	02/03/2006	02/03/2006	S	2,700	D	\$ 16.15	59,050	D
Common Stock	02/03/2006	02/03/2006	S	1,400	D	\$ 16.16	57,650	D
Common Stock	02/03/2006	02/03/2006	S	2,800	A	\$ 16.17	54,850	D
Common Stock	02/03/2006	02/03/2006	S	1,300	D	\$ 16.18	53,550	D
Common Stock	02/03/2006	02/03/2006	S	900	D	\$ 16.19	52,650	D
Common Stock	02/03/2006	02/03/2006	S	2,500	D	\$ 16.2	50,150	D
Common Stock	02/03/2006	02/03/2006	S	300	D	\$ 16.21	49,850	D
Common Stock	02/03/2006	02/03/2006	S	100	D	\$ 16.22	49,750	D
Common Stock	02/06/2006	02/06/2006	S	3,000	D	\$ 16.1	46,750	D
Common Stock	02/06/2006	02/06/2006	S	200	D	\$ 16.11	46,550	D
Common Stock	02/06/2006	02/06/2006	S	100	D	\$ 16.13	46,450	D

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

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(9-02)

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

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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
Director Stock Option Exercise (Right to Buy)	\$ 4.81	02/03/2006	02/03/2006	M	30,000	<u>(1)</u> 05/20/2006	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICOLOSI VINCENT F 1979 MARCUS AVENUE, SUITE E140 LAKE SUCCESS, NY 11042			X	

Signatures

Signed by Russell A. Fleishman under Power of Attorney by Vincent F. Nicolosi

02/06/2006

**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) Stock option exercise. Options became exercisable in five equal installments beginning on the first anniversary of the date of grant.

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.