Edgar Filing: GRASSI LOUIS C - Form 4

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Form 4												
	ebruary 03, 2006 FORM 4 LINETED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er STATEM 6.	DOX							Expires: January 31, 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a	a) of the P	ublic Ut		ling Con	ipany	Act of	e Act of 1934, 71935 or Section 0	1			
(Print or Type R	Responses)											
1. Name and Address of Reporting Person <u>*</u> GRASSI LOUIS C			2. Issuer Name and Ticker or Trading Symbol FLUSHING FINANCIAL CORP				-	5. Relationship of Reporting Person(s) to Issuer				
			[FFIC]					(Check all applicable)				
(Last) (First) (Middle) 1979 MARCUS AVENUE, SUITE E140			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2006					_X_ Director Officer (give below)		Owner er (specify		
					mendment, Date Original /lonth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAKE SUC	CESS, NY 11042							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, i any (Month/Day/Yea		Code (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)	Indirect Beneficial		
Common Stock	02/01/2006	02/01/20	006	Р	484	A	\$ 16.15	21,238	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans	
				of (D) (Instr. 3,						(Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

RelationshipsReporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherGRASSI LOUIS C
1979 MARCUS AVENUE
SUITE E140
LAKE SUCCESS, NY 11042XXXSignatures
GrassiXXXXSigned by Russell A. Fleishman under Former of Attorner by Louis C.
Grassi02/03/2006

**Signature of Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Date