

Fry David W  
 Form 5  
 February 13, 2007

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President / CFO

1979 MARCUS AVENUE, SUITE E140

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE SUCCESS, NY 11042

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----|-----|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A)   | or | (D) | Price  |  |                                   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â   | 17,317   | D  | Â                                 |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â   | 1,034 <sup>(1)</sup>   | I  | 401(k)                            |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â   | 6,223 <sup>(2)</sup>   | I  | PSP                               |

Edgar Filing: Fry David W - Form 5

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.**

SEC 2270  
(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. 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 or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units                        | Â  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Date Exercisable: Â (4) Expiration Date: Â (4)           | Common Stock  | 547  |

## Reporting Owners

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

## Signatures

Signed by Russell A. Fleishman under Power of Attorney by David W. Fry 02/13/2007

\_\_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 held in FSB 401(k) Savings Plan a/o 12/31/06.
- (2) Shares held in FFC Stock-Based Profit Sharing Plan a/o 12/31/06.
- (3) 1:1
- (4) Includes amounts credited to Mr Fry's account through 12/31/06. The vested account balance will be paid in a cash lump sum or in installments as elected by reporting officer commencing upon terminatin of employment (in accordance with IRS 409a).

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

## Edgar Filing: Fry David W - Form 5

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.