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FLUSHING FINANCIAL CORP  
Form S-8 POS  
May 31, 2005

As filed with the Securities and Exchange Commission on May 31, 2005

Registration No. 333-3878

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

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

Registration Statement

Under

The Securities Act of 1933

FLUSHING FINANCIAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

11-3209278

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(IRS Employer  
Identification No.)

1979 MARCUS AVENUE, SUITE E140,  
LAKE SUCCESS, NY

11042

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

1996 Stock Option Incentive Plan  
and  
1996 RESTRICTED STOCK INCENTIVE PLAN

-----  
(Full title of the plans)

John R. Buran  
Flushing Financial Corporation,  
1979 Marcus Avenue, Suite E140, Lake Success, NY 11042  
(718) 961-5400

-----  
(Name, address and telephone number of agent for service)

Copy to: Gloria W. Nusbacher, Esq.  
Hughes Hubbard & Reed LLP  
One Battery Park Plaza  
New York, N.Y. 10004

EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 is being filed by Flushing Financial Corporation (the "Company") to transfer shares of the Company's common stock

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originally registered for delivery under the Company's 1996 Restricted Stock Incentive Plan ("Restricted Stock Plan") and 1996 Stock Option Incentive Plan ("Option Plan") which become available for awards after the date hereof to a new Registration Statement on Form S-8 to be filed contemporaneously to register shares for delivery under the Company's 2005 Omnibus Incentive Plan ("Omnibus Plan").

The original registration statement, filed April 22, 1996, registered 1,164,375 shares for delivery under the Company's Restricted Stock Plan and 2,910,937 shares for delivery under the Company's Option Plan, in each case as adjusted for stock splits. Of the shares registered for delivery under the Restricted Stock Plan, 1,074,758 shares have been delivered and the remaining 89,617 shares are subject to outstanding awards. Of the shares registered for delivery under the Option Plan, 2,595,603 shares have been delivered upon the exercise of stock options and the remaining 315,334 shares are subject to outstanding awards.

The Omnibus Plan, which was adopted on May 17, 2005, provides that shares previously authorized for issuance under the Restricted Stock Plan and the Option Plan which have not been delivered under such plans and are not subject to outstanding awards under such plans as of May 17, 2005 or which subsequently become available for awards as a result of forfeitures or application of shares to satisfy tax withholding obligations shall instead be used for awards under the Omnibus Plan. Accordingly, to the extent any of the 404,951 shares registered on this registration statement that are subject to outstanding awards are not delivered to award holders as a result of forfeiture of awards or application of shares to satisfy tax withholding obligations, the shares not delivered shall be available for awards under Omnibus Plan and shall be deemed transferred to the Registration Statement on Form S-8 contemporaneously filed by the Company with respect to such plan.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 on Form S-8 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Nassau, State of New York, on this 27th day of May, 2005.

FLUSHING FINANCIAL CORPORATION

By: /S/ MICHAEL J. HEGARTY

-----  
Michael J. Hegarty  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities indicated on this 27th day of May, 2005.

SIGNATURE

CAPACITY

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* ----- Michael J. Hegarty	President and Chief Executive Officer and Director (Principal Executive Officer)
* ----- Gerard P. Tully, Sr.	Director and Chairman
/S/ JOHN R. BURAN ----- John R. Buran	Executive Vice President and Chief Operating Officer and Director
/S/ DAVID W. FRY ----- David W. Fry	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
----- James D. Bennett	Director
SIGNATURE	CAPACITY
----- Steven J. D'Iorio	Director
----- Louis C. Grassi	Director
----- John J. McCabe	Director
* ----- Vincent F. Nicolosi	Director
----- Donna M. O'Brien	Director
* ----- Franklin F. Regan, Jr.	Director

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\* Director  
-----  
John E. Roe, Sr.

SIGNATURE

CAPACITY

\* Director  
-----  
Michael J. Russo

\* By: /S/ MICHAEL J. HEGARTY  
-----,  
as authorized by Power of  
Attorney included in  
original Registration  
Statement