

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**  
SEC Accession No. [0001144204-13-002390](#)

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### REPORTING OWNER

#### HONSTEDT GARY M

CIK: **1233331**

Type: **5** | Act: **34** | File No.: **001-11967** | Film No.: **13530125**

Mailing Address

ONE ASTORIA FEDERAL  
PLAZA  
LAKE SUCCESS NY 11042

### ISSUER

#### ASTORIA FINANCIAL CORP

CIK: **910322** | IRS No.: **113170868** | State of Incorporation: **DE** | Fiscal Year End: **0319**  
SIC: **6035** Savings institution, federally chartered

Mailing Address

ONE ASTORIA FEDERAL  
PLAZA  
LAKE SUCCESS NY  
11042-1085

Business Address

ONE ASTORIA FEDERAL  
PLAZA  
LAKE SUCCESS NY  
11042-1085  
5163273000

# FORM 5

- 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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0362  
 Expires: 02/28/2011  
 Estimated average burden hours per response 1.0

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>HONSTEDT GARY M</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASTORIA FINANCIAL CORP [AF]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
ONE ASTORIA FEDERAL PLAZA			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>LAKE SUCCESS, NY US 11042</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							7,971	D	
Common Stock							5,000	I (1)	RSA
Common Stock							40,000	I (2)	RSA

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents award of restricted stock dated February 16, 2011 pursuant to the 2005 Stock Incentive Plan for Officers and Employees of Astoria Financial Corporation (the 2005 Plan). The shares of restricted stock will vest as follows: 5,000 shares on December 16, 2013, or, if earlier, upon the death, Disability or Change in Control (as such terms are defined in the 2005 Plan) or, pursuant to the terms of his employment agreements with the Company and Astoria Federal Savings and Loan Association (the Association), upon his termination of employment by the Company or the Association prior to the end of the term of such employment agreements without Cause, as defined therein.
2. Represents award of restricted stock dated July 11, 2012 pursuant to the 2005 Stock Incentive Plan for Officers and Employees of Astoria Financial Corporation (the 2005 Plan). The shares of restricted stock will vest as follows: 8,000 shares on July 10, 2013, 12,000 shares on July 10, 2014, and 20,000 shares on July 10, 2015, or, if earlier, upon the death, Disability or Change in Control (as such terms are defined in the 2005 Plan) or, pursuant to the terms of his employment agreements with the Company and Astoria Federal Savings and Loan Association (the Association), upon his termination of employment by the Company or the Association prior to the end of the term of such employment agreements without Cause, as defined therein.

### Signatures

[Gary M. Honstedt by Peter J. Cunningham, Attorney-in-fact](#)

\*\* Signature of Reporting Person

[01/15/2013](#)

Date

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

\* 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.

**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 Number.**

## POWER OF ATTORNEY

I hereby authorize and designate Monte N. Redman, Alan P. Eggleston, Thomas E. Lavery, Michele M. Weber, Peter J. Cunningham, Frank E. Fusco, Steven G. Miss and Yvonne Schade, or any one of them acting as agent and attorney-in-fact, with full power of substitution, to:

(1) prepare and sign on my behalf any Form 3, Form 4 or Form 5 pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and file the same with the Securities Exchange Commission, NYSE, and each stock exchange on which Astoria Financial Corporation's common stock or other securities are listed, as required by law;

(2) prepare and sign on my behalf any Form 144 pursuant to the Securities Act of 1933, as amended, and file the same with the Securities Exchange Commission, NYSE, and each stock exchange on which Astoria Financial Corporation's common stock or other securities are listed, as required by law; and

(3) do anything else necessary or proper in connection with the foregoing.

This Power of Attorney shall remain in effect as long as I am an affiliate of Astoria Financial Corporation, and shall not be affected by my subsequent disability or incompetence.

Date: January 5, 2012

Gary M. Honstedt

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