

# 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. [0001144204-13-002398](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**Edwards Brian T**

CIK: **1538932**

Type: **5** | Act: **34** | File No.: **001-11967** | Film No.: **13530285**

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>Edwards Brian T</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							25,657.68	I <sup>(1)</sup>	ESOP
Common Stock							5,065.16	I <sup>(2)</sup>	401(k)
Common Stock							9,400	I <sup>(3)</sup>	RSA
Common Stock							4,274	I <sup>(4)</sup>	RSA
Common Stock							5,692	I <sup>(5)</sup>	RSA
Common Stock							6,306	I <sup>(6)</sup>	RSA
Common Stock							26,265	D	

**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					

									of Shares				
Non-Statutory Stock Option (Z)	\$24.4					12/22/2005	12/16/2013	Common Stock	4,098		4,098	D	
Non-Statutory Stock Option (Z)	\$24.4					12/22/2005	12/16/2013	Common Stock	30,252		30,252	D	
Non-Statutory Stock Option (Z)	\$26.6267					12/22/2005	12/14/2014	Common Stock	3,754		3,754	D	
Non-Statutory Stock Option (Z)	\$26.6267					12/22/2005	12/14/2014	Common Stock	41,696		41,696	D	

**Explanation of Responses:**

1. Represents shares allocated to Mr. Edwards' account under the Astoria Federal Savings and Loan Association Employee Stock Ownership Plan ("ESOP") as of December 31, 2012 and held in the ESOP Trust.
2. Represents shares held in the Employer Stock Fund of the Astoria Incentive Savings Plan ("401(k) Plan") for the account of Mr. Edwards as of December 31, 2012. Shares are held in the 401(k) Plan Trust.
3. Represents award of restricted stock dated January 28, 2008 pursuant to the 2005 Stock Incentive Plan for Officers and Employees of Astoria Financial Corporation (the 2005 Plan). The restricted stock will vest on January 28, 2013 or, if earlier, upon the death, Disability or Change of 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 the employment by the Company or the Association prior to the end of the term of such employment agreements without Cause, as defined therein.
4. Represents award of restricted stock dated February 2, 2009 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: 4,274 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.
5. Represents award of restricted stock dated February 1, 2010 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: 2,846 shares on December 16, 2013 and 2,846 shares on December 15, 2014 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.
6. Represents award of restricted stock dated January 31, 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: 2,102 shares on December 16, 2013, 2,102 shares on December 15, 2014, and 2,102 shares on December 14, 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.
7. Options were granted pursuant to the 2003 Stock Option Plan for Officers and Employees of Astoria Financial Corporation, or the 2003 Plan.

**Signatures**

Brian T. Edwards

\*\* 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.**