

DIME COMMUNITY BANCSHARES INC
 Form 4
 May 19, 2008

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DEVINE MICHAEL P

2. Issuer Name and Ticker or Trading Symbol
 DIME COMMUNITY BANCSHARES INC [DCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 209 HAVEMEYER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 PRESIDENT & COO

BROOKLYN, NY 11211

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/15/2008 | 05/15/2008 | M/K ⁽¹⁾ | 8,000 (1) A \$ 10.91 | 358,182 | D | |
| Common Stock | 05/15/2008 | 05/15/2008 | J/K ⁽¹⁾ | 4,539 (1) D \$ 19.23 | 353,643 | D | |
| Common Stock | | | | | 214,265 | I | BMP |
| Common Stock | | | | | 52,983 | I | ESOP |
| Common Stock | | | | | 4,516 | I | Restricted Stock Award |

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

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(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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares | |
| Stock Options (Right to buy) | \$ 13.16 | | | | | | | 02/01/2004 | 02/01/2013 | Common Stock | 111,000 | |
| Stock Options (Right to buy) | \$ 13.74 | | | | | | | 05/01/2008 | 05/01/2017 | Common Stock | 170,000 | |
| Stock Options (Right to buy) | \$ 15.1 | | | | | | | 05/31/2006 | 05/31/2015 | Common Stock | 90,537 | |
| Stock Options (Right to buy) | \$ 19.9 | | | | | | | 01/27/2005 | 01/27/2014 | Common Stock | 111,000 | |
| Stock Options (Right to buy) | \$ 10.91 | 05/15/2008 | 05/15/2008 | M/K ⁽¹⁾ | | | | 8,000 | 11/21/2005 | 11/21/2011 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEVINE MICHAEL P 209 HAVEMEYER STREET | X | | PRESIDENT & COO | |

BROOKLYN, NY 11211

Signatures

MICHAEL

P.DEVINE

05/19/2008

 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) A stock swap transaction in which Mr. Devine tendered 4,539 shares of common stock held directly by him in order to exercise and hold 8,000 incentive stock options, thus increasing his direct ownership by 3,461 shares.

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

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