



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 27, 2012

Via E-mail

Frank E. Fusco  
Executive Vice President, Treasurer  
and Chief Financial Officer  
Astoria Financial Corporation  
One Astoria Federal Plaza  
Lake Success, New York 11042-1085

**Re: Astoria Financial Corporation  
Form 10-K for the Fiscal Year Ended December 31, 2010  
Filed February 25, 2011  
Form 10-Q for the Quarterly Period Ended September 30, 2011  
Filed November 4, 2011  
File No. 001-11967**

Dear Mr. Fusco:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Michael R. Clampitt

Michael Clampitt  
Senior Counsel