

FLEXSTEEL INDUSTRIES INC
 Form 4
 February 21, 2014

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 *
BERTSCH JEFFREY T

2. Issuer Name and Ticker or Trading Symbol
FLEXSTEEL INDUSTRIES INC [FLXS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
P.O. BOX 877
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
VP-Corporate Services

DUBUQUE, IA 52004
 (City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					13,998	I	By Flexsteel Industries
Common Stock					16,500	I	By Wife
Common Stock					111,153 ⁽¹⁾	I	Contingent Bene. Various Trusts
Common Stock	02/21/2014		M	10,750 A	\$ 16.49 226,464	D	

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Common Stock 02/21/2014 F 4,934 D \$ 35.925 221,530 D

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

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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 or Number of Shares
Option 12/13/2005	\$ 14.4					12/13/2005 12/13/2015	Common Stock 10,750
Option 12/11/2006	\$ 12.65					12/11/2006 12/11/2016	Common Stock 10,000
Option 12/10/2007	\$ 12.35					12/10/2007 12/10/2017	Common Stock 10,000
Option 12/08/2008	\$ 6.81					12/08/2008 12/08/2018	Common Stock 20,000
Option 12/07/2009	\$ 8.42					12/07/2009 12/07/2019	Common Stock 15,000
Option 12/06/2010	\$ 17.23					12/06/2010 12/06/2020	Common Stock 5,000
Option 12/12/2011	\$ 13.9					12/12/2011 12/12/2021	Common Stock 5,000
Option 12/10/2012	\$ 19.77					12/10/2012 12/10/2022	Common Stock 3,300
Option 12/09/2013	\$ 27.57					12/09/2013 12/09/2023	Common Stock 2,400
Option 12/14/2004	\$ 16.49	02/21/2014		M	10,750	12/14/2004 12/14/2014	Common Stock 10,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTSCH JEFFREY T P.O. BOX 877 DUBUQUE, IA 52004			VP-Corporate Services	

Signatures

Jeffrey Bertsch 02/21/2014

__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) Neither this report nor its filing shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise beneficial owner of these securities.

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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