

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    |                                      |  |                                |   | 13,998  | I  | By Flexsteel Industries                    |
| Common Stock                    |                                      |  |                                |   | 16,500  | I  | By Wife                                    |
| Common Stock                    |                                      |  |                                |   | 111,153 <sup>(1)</sup>  | 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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(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 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<br>P.O. BOX 877<br>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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