

FLEXSTEEL INDUSTRIES INC  
 Form 4  
 December 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
**12/08/2014**

\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 213,236   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 17,829  | I  | By Flexsteel Industries           |
| Common Stock                    |                                      |  |                                |   | 16,500  | I  | By Wife                           |
| Common Stock                    |                                      |  |                                |   | 111,153 <sup>(1)</sup>  | I  | Contingent Bene. Various Trusts   |

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

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SEC 1474  
(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 12/08/2014                          | \$ 31.06   | 12/08/2014                           |  | A                              | 1,000   | 12/08/2014   | 12/08/2024  | Common Stock | 1,000                      |

## 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                      12/10/2014

\_\_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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.