FLEXSTEEL INDUSTRIES INC
Form 4
February 21, 2014

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTSCH JEFFREY T

(Last) (First) (Middle)

P.O. BOX 877

(Street)

DUBUQUE, IA 52004

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (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	

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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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	10,75
Option 12/11/2006	$ 12.65							12/11/2006	12/11/2016	Common Stock	10,00
Option 12/10/2007	$ 12.35							12/10/2007	12/10/2017	Common Stock	10,00
Option 12/08/2008	$ 6.81							12/08/2008	12/08/2018	Common Stock	20,00
Option 12/07/2009	$ 8.42							12/07/2009	12/07/2019	Common Stock	15,00
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	10,75

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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