

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Schmidt Derek P</u>			2. Issuer Name and Ticker or Trading Symbol <u>FLEXSTEEL INDUSTRIES INC [FLXS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO & COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
P.O. BOX 877			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DUBUQUE IA 52004</u>								
(City) (State) (Zip)								

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	07/01/2020		M		12,593 ⁽¹⁾	A	(2)	74,612	D	
Common Stock	07/01/2020		F		3,817 ⁽³⁾	D	(2)	70,795	D	
Common Stock	07/01/2020		F		723 ⁽³⁾⁽⁴⁾	D	\$12.77	70,072	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	07/01/2020		M			12,593	(1)	(1)	Common Stock	12,593	(2)	17,407	D	
Restricted Stock Units	(2)	07/01/2020		A		9,062		(6)	(6)	Common Stock	9,062	(2)	26,469 ⁽¹⁾⁽⁵⁾⁽⁶⁾	D	
Option 7/1/20	\$12.77	07/01/2020		A		13,566		07/01/2021	07/01/2030	Common Stock	13,566	\$12.77	13,566	D	
Option 4/6/20	\$9.97							04/06/2020	04/06/2030	Common Stock	108,884		108,884	D	

Explanation of Responses:

- On 4/6/20, 25,185 restricted stock units were granted. The restricted stock units vest in two installments. On July 1, 2020, 12,593 shares vested and on January 1, 2021, 12,592 shares shall vest.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock.
- On 4/6/20, 4,905 shares of restricted stock was granted. The restricted shares vest in two installments. On July 1, 2020, 2,453 shares vested and on January 1, 2021, 2,452 shares shall vest.
- On 4/6/20 4,815 restricted stock units were granted. These restricted stock units vest on June 30, 2022.
- On 7/1/20, 9,062 restricted stock units were granted. These restricted stock units vest on June 30, 2023.

/s/ Doa Yang, attorney-in-fact for Mr. Schmidt 07/02/2020

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.