

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>Newlin Timothy Patrick</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) _____ <u>VP-Marketing &amp; Product</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2021</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		
<u>P.O. BOX 877</u>			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	01/01/2021		M		8,333 <sup>(1)</sup>	A	(2)	26,378	D	
Common Stock	01/01/2021		F		2,731 <sup>(3)</sup>	D	(2)	23,647	D	
Common Stock	01/01/2021		F		475 <sup>(3)(4)</sup>	D	\$34.97	23,172	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
Restricted Stock Units	(2)	01/01/2021		M		8,333		(1)	(1)	Common Stock	8,333	(2)	12,058 <sup>(5)(6)(7)</sup>	D	
Option 12/09/2013	\$27.57							12/09/2013	12/09/2023	Common Stock	500		500	D	
Option 12/08/2014	\$31.06							12/08/2014	12/08/2024	Common Stock	500		500	D	
Option 07/01/2015	\$43.09							07/01/2015	07/01/2025	Common Stock	464		464	D	
Option 09-01-2016	\$47.45							09/01/2016	09/01/2026	Common Stock	737		737	D	
Option 09/08/2017	\$45.21							09/08/2017	09/08/2027	Common Stock	1,105		1,105	D	
Option 09/13/2018	\$32.8							09/13/2018	09/13/2028	Common Stock	2,286		2,286	D	
Option 01/15/2019	\$24.98							(8)	01/15/2029	Common Stock	6,020		6,020	D	

**Explanation of Responses:**

- On 07/01/2019, 25,000 restricted stock units were granted. These restricted stock units vest in three installments. On January 1, 2020, 33 1/3% vested, on July 1, 2020, 33 1/3% vested, and on January 1, 2021, 33 1/3% vested.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- Represents shares withheld to satisfy tax withholding obligations upon vesting of restricted stock.
- On 07/01/2019, 4,691 shares of restricted stock were granted. The restricted stock vests in three installments. On January 1, 2020, 33 1/3% vested, on July 1, 2020, 33 1/3% vested, and on January 1, 2021, 33 1/3% vested.
- On 07/02/2018, 6,263 restricted stock units were granted. These restricted stock units vest in three installments. On July 1, 2019, 33 1/3% vested, on July 1, 2020, 33 1/3% vested, and on July 1, 2021, 33 1/3% shall vest. Vested shares will be delivered to the reporting person on July 1 of each respective year.
- On 07/01/2020, 5,995 restricted stock units were granted. The restricted stock units vest on June 30, 2023.
- On 07/19/2019, 3,976 restricted stock units were granted. These restricted stock units vest on June 30, 2022.
- The options vest in three installments. On January 15, 2019, 2,007 options vested, on January 15, 2020, 2,007 options vested, and on January 15, 2021, 2,006 options shall vest.

/s/ Jennifer Zeman, attorney-in-fact 01/05/2021

\*\* 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.

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