

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* DITTMER JERALD K			2. Issuer Name and Ticker or Trading Symbol FLEXSTEEL INDUSTRIES INC [FLXS]			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) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2020			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) DUBUQUE IA 52004								
(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	02/07/2020		P		1,926 ⁽¹⁾	A	\$15.91 ⁽²⁾	2,926	I	Jerald K. Dittmer Revocable Trust U/A DTD 12/9/2014
Common Stock								31,943	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					
Option 12/28/2018	\$21.96							(3)	12/28/2028	Common Stock		85,000	D	
Option 08/30/2019	\$15.14							08/30/2019	08/30/2029	Common Stock		30,000	D	
Restricted Stock Units	(4)							(5)(6)	(5)(6)	Common Stock		45,710	D	

Explanation of Responses:

- The purchase reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2019
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.78 to \$16.00. The reporting person undertakes to provide to Flexsteel Industries, Inc., any security holder of Flexsteel Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- On 12/28/18, 85,000 options were granted. The options vest in three installments. On July 1, 2019, 28,334 options vested, on July 1, 2020, 28,333 options shall vest, and on July 1, 2021, 28,333 options shall vest.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- On 12/28/2018, 30,000 restricted stock units were granted. These restricted stock units vest in four installments. On July 1, 2019, 5,000 shares vested, on July 1, 2020, 10,000 shares shall vest, on July 1, 2021, 10,000 shares shall vest, and on July 1, 2022, 5,000 shares shall vest. Vested shares will be delivered to the reporting person on July 1 of each respective year.
- On 07/19/2019, 20,710 restricted stock units were granted. These restricted stock units vest on June 30, 2022.

/s/ Jennifer Zeman, attorney-in-fact 02/07/2020

** 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.