

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**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

|                                                                    |         |          |                                                                                         |  |  |                                                                                                                                                                                       |  |  |
|--------------------------------------------------------------------|---------|----------|-----------------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><u>Levine Thomas M</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>FLEXSTEEL INDUSTRIES INC [ FLXS ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)                                                             | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/13/2016</u>                   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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)<br><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                    | 06/13/2016                           |                                                    | A                              |   | 300 <sup>(1)</sup>                                                | A          | \$41.69 | 7,639                                                                                         | 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 12/11/2012                          | \$19.72                                                |                                      |                                                    |                                |   |                                                                                        |     | 12/11/2012                                               | 12/11/2022      | Common Stock                                                                      | 2,500                                      | 2,500                                                                                              | D                                                         |                                                        |
| Option 12-10-2013                          | \$27.38                                                |                                      |                                                    |                                |   |                                                                                        |     | 12/10/2013                                               | 12/10/2023      | Common Stock                                                                      | 2,750                                      | 2,750                                                                                              | D                                                         |                                                        |
| Option 12/09/2014                          | \$32.13                                                |                                      |                                                    |                                |   |                                                                                        |     | 12/09/2014                                               | 12/09/2024      | Common Stock                                                                      | 2,750                                      | 2,750                                                                                              | D                                                         |                                                        |

**Explanation of Responses:**

1. Restricted stock award granted in the following amount \$12,500 divided by the closing price of \$41.69 on June 14, 2016.

Thomas M. Levine 06/15/2016

\*\* 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.