

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* FLEXSTEEL INDUSTRIES INC (Last) (First) (Middle) 3400 Jackson Street (Street) Dubuque IA 52004 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DMI FURNITURE INC [DMIF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2003	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/29/2003		J ⁽¹⁾		12,916	A	\$3.3	4,012,338	I	By Churchill Acquisition Corp. ⁽²⁾
Common Stock	09/30/2003		J ⁽¹⁾		100	A	\$3.3	4,012,438	I	By Churchill Acquisition Corp. ⁽²⁾
Common Stock	10/01/2003		J ⁽¹⁾		724,934	A	\$3.3	4,737,372	I	By Churchill Acquisition Corp. ⁽²⁾
Common Stock	10/01/2003		J ⁽³⁾		321,515	A	\$3.3	0 ⁽³⁾	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
FLEXSTEEL INDUSTRIES INC
 (Last) (First) (Middle)
 3400 Jackson Street
 (Street)
 Dubuque IA 52004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CHURCHILL ACQUISITION CORP
 (Last) (First) (Middle)
 3400 JACKSON STREET
 (Street)

DUBUQUE IA 52004

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated August 12, 2003 (the "Merger Agreement"), by and among Flexsteel Industries, Inc. ("Flexsteel"), Churchill Acquisition Corp. (the "Purchaser") and DMI Furniture, Inc. (the "Company"), the Purchaser, a wholly owned subsidiary of Flexsteel, commenced a tender offer on August 20, 2003 for all of the outstanding shares of common stock of the Company (the "Shares") at a price of \$3.30 per Share in cash (the "Offer"). The initial offering period for the Offer expired at 12:00 midnight New York City time, Wednesday, September 17, 2003. Purchaser is providing a subsequent offering period, which commenced Thursday, September 18, 2003 and which expires at 5:00 p.m., New York City Time, on Wednesday, October 1, 2003. The reported acquisitions were made by acceptance by Purchaser of Shares tendered Pursuant to the Offer during the subsequent offering period.

2. The acquired securities are owned directly by Purchaser and indirectly by Flexsteel as the sole shareholder of Purchaser.

3. On October 1, 2003 at 7:00 p.m. EDT (the "Effective Time"), pursuant to the Merger Agreement, the merger of Purchaser with and into the Company was consummated. As a result of the Merger, as of the Effective Time, (a) all issued and outstanding Shares (other than Shares held by Flexsteel, the Purchaser or any other wholly owned subsidiary of Flexsteel or by the Company as treasury stock, which were canceled, and Shares held by stockholders of the Company, if any, who exercise their dissenters rights) were automatically converted into the right to receive \$3.30 per share in cash, and (b) each issued and outstanding share of Purchaser was converted into one share of common stock of the Company. Flexsteel, the holder of all one hundred (100) issued and outstanding shares of common stock of Purchaser, thus became the owner of one hundred (100) shares of common stock of the Company, representing 100% of the issued and outstanding shares of common stock of the Company.

/s/ Ronald J. Klosterman, Vice

President Finance, Chief

Financial Officer & Secretary.

10/01/2003

** 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.