

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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| OMB APPROVAL                                 |           |
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|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>DAVIS LYNN J</u> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>FLEXSTEEL INDUSTRIES INC [ FLXS ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |  |  |
| (Last) (First) (Middle)<br><u>P.O. BOX 877</u>                  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/11/2012</u>                   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person    |  |  |
| (Street)<br><u>DUBUQUE IA 52004</u>                             |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>12/12/2012</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   |                                      |  |                                |   |   |            |       | 7,500   | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 |  |  |   |  |
| Option 12/09/2003   | \$20.27  |                                      |  |                                |   |  |     | 12/09/2003   | 12/09/2013      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/15/2004   | \$16.49  |                                      |  |                                |   |  |     | 12/15/2004   | 12/15/2014      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/13/2005   | \$14.4   |                                      |  |                                |   |  |     | 12/13/2005   | 12/13/2015      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12-12-2006   | \$12.45  |                                      |  |                                |   |  |     | 12/12/2006   | 12/12/2016      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/11/2007   | \$12.74  |                                      |  |                                |   |  |     | 12/11/2007   | 12/11/2017      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12-09-2008   | \$6.96   |                                      |  |                                |   |  |     | 12/09/2008   | 12/09/2018      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/08/2009   | \$8.55   |                                      |  |                                |   |  |     | 12/08/2009   | 12/08/2019      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/07/2010   | \$17.23  |                                      |  |                                |   |  |     | 12/07/2010   | 12/07/2020      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/13/2011   | \$13.75  |                                      |  |                                |   |  |     | 12/13/2011   | 12/13/2021      | Common Stock  | 2,500                      |  | 2,500  | D   |  |
| Option 12/11/2012   | \$19.72  | 12/11/2012                           |  | A                              |   | 2,500  |     | 12/11/2012   | 12/11/2022      | Common Stock  | 2,500                      | \$19.72                                    | 2,500  | D   |  |

Explanation of Responses:

Lynn Davis 12/12/2012  
\*\* 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.