

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 4, 2007

FLEXSTEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

0-5151
(Commission
File Number)

42-0442319
(IRS Employer
Identification No.)

3400 Jackson Street, Dubuque, Iowa
(Address of principal executive offices)

52001
(Zip Code)

Registrant's telephone number, including area code 563-556-7730

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective June 4, 2007, the Board of Directors of Flexsteel Industries, Inc. (the "Company") amended the following two sections of the Company's Restated Bylaws:

- Section 1a of Article X was amended to permit both certificated and uncertificated shares of the Company's capital stock rather than just certificated shares.
- Section 4 of Article X was amended to permit transfers of both certificated and uncertificated shares of the Company's capital stock rather than just transfers of certificated shares.

Both amendments to the Restated Bylaws were adopted by the Board of Directors at the request of the Company's transfer agent to comply with the requirement that securities listed on NASDAQ become eligible to participate in the Direct Registration System prior to January 1, 2008. A copy of the June 4, 2007 amendments to the Company's Restated Bylaws are attached to this Current Report as Exhibit 3.1 and incorporated into this Current Report by reference.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 3.1	Amendments to Restated Bylaws of Flexsteel Industries, Inc. Adopted by Board of Directors on June 4, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEXSTEEL INDUSTRIES, INC.
(Registrant)

Date: June 5, 2007

By: /s/ Timothy E. Hall
Timothy E. Hall
Vice President-Finance, CFO, and Secretary
Principal Financial Officer

**Amendments to
Restated Bylaws of Flexsteel Industries, Inc.
Adopted by Board of Directors on
June 4, 2007**

Amendments to Restated Bylaws to Permit Uncertificated Shares

RESOLVED, That Section 1a of Article X of Flexsteel Industries, Inc.'s Restated Bylaws is hereby amended and restated in its entirety so that the same will be and read as follows:

“CERTIFICATED AND UNCERTIFICATED SHARES

Section 1a. Shares of the corporation's capital stock may be certificated or uncertificated, as provided under Minnesota law. All certificates of capital stock of the corporation will be numbered and will be entered in the books of the corporation as they are issued. Certificates for shares of the corporation's capital stock will exhibit the holder's name and number of shares and will be signed by the CEO, President or CFO and the Secretary or an Assistant Secretary of the corporation, and may be sealed with the seal of the corporation. Any or all of the signatures on the certificate, and the corporation's seal, may be a facsimile.”

RESOLVED FURTHER, That Section 4 of Article X of Flexsteel Industries, Inc. Restated Bylaws is hereby amended and restated in its entirety so that the same will be and read as follows:

“TRANSFER OF SHARES

Section 4. Transfers of shares of the corporation's capital stock will be made on the books of the corporation only by the record holder of such capital stock, or by such record holder's attorney lawfully constituted in writing, and, in the case of capital stock represented by certificate, upon surrender of the certificate to the corporation or the transfer agent of the corporation.”
