

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>DITTMER JERALD K</u>			2. Issuer Name and Ticker or Trading Symbol <u>FLEXSTEEL INDUSTRIES INC [FLXS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2020</u>			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		
P.O. BOX 877			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <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	07/01/2020		P		1,000 ⁽¹⁾	A	\$12.72 ⁽²⁾	10,500	I	Jerald K. Dittmer Revocable Trust U/A DTD 12/9/2014
Common Stock	07/01/2020		M		10,000 ⁽³⁾	A	⁽⁴⁾	41,943	D	
Common Stock	07/01/2020		F		3,035 ⁽⁵⁾	D	⁽⁴⁾	38,908	D	
Common Stock	07/01/2020		F		323 ⁽⁵⁾⁽⁶⁾	D	\$12.77	38,585	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						Title
Restricted Stock Units	⁽⁴⁾	07/01/2020		M			10,000	⁽³⁾	⁽³⁾	Common Stock	10,000	⁽⁴⁾	35,710	D	
Restricted Stock Units	⁽⁴⁾	07/01/2020		A		29,142		⁽⁷⁾	⁽⁷⁾	Common Stock	29,142	⁽⁴⁾	64,852	D	
Option 7/1/20	\$12.77	07/01/2020		A		23,256		07/01/2021	07/01/2030	Common Stock	23,256	\$12.77	23,256	D	
Option 08/30/2019	\$15.14							08/30/2019	08/30/2029	Common Stock	30,000		30,000	D	
Option 12/28/2018	\$21.96							⁽⁸⁾	12/28/2028	Common Stock	85,000		85,000	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 \$12.72 to \$12.73. 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 12/28/2018, 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 vested, 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.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock.
- On 12/28/2018, 3,186 restricted shares were granted. The restricted shares award vests in four installments. On July 1, 2019, 531 shares vested, on July 1, 2020, 1,062 shares vested, on July 1, 2021, 1,062 shares shall vest, and on July 1, 2022, 531 shares shall vest. Vested shares will be delivered to the reporting person on July 1 of each respective year.
- On 07/01/2020, 29,142 restricted stock units were granted. The restricted stock units vest on June 30, 2023.
- 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 vested, and on July 1, 2021, 28,333 options shall vest.

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

** 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.