## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

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

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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1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol FLEXSTEEL INDUSTRIES INC [ FLXS ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner														
(Last)	st) (First) (Middle)  D. BOX 877				3. Date of Earliest Transaction (Month/Day/Year) 02/25/2014									X Officer (give title Other (specify below) VP-Corporate Services						
(Street)	BUQUE IA 52004			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(St		Zip)												Persor					
Table I - N  1. Title of Security (Instr. 3)			On-Derivativ  2. Transaction Date (Month/Day/Yea		Execution Date,		3. 4. Secu Transaction Code (Instr.		4. Securitie	of, or Beneficia ies Acquired (A) or Of (D) (Instr. 3, 4 and		5. Amount of		t of	Form: [ y (D) or li		Indirect Beneficia			
								Code	v	Amount	(A) or (D)	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common	nmon Stock											13,9	98	I		By Flexsteel Industries				
Common	Stock														16,5	500		I By Wife		fe
Common Stock													111,153 <sup>(1)</sup>		53 <sup>(1)</sup> I		Contingent Bene. Various Trusts			
Common Stock 02/25/20					2014	014		S		5,816	D \$36.554		554	215,714		D				
		Т	able II								posed of converti				Owned					
			emed 4. ion Date, Trans		5. Numb			-, -р	,				-,							
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	if any	on Date,	Transa Code (		of Deriv Secu Acqu (A) o Disp of (D (Inst	vative irities uired or osed ) r. 3, 4	6. Date E: Expiratio (Month/D	n Da		7. Title an of Securit Underlyin Derivative (Instr. 3 a	ies g Securi		8. Price of Derivative Security (Instr. 5)	9. Numb derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ive ies ially ng ed ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	Nature ndirect neficial nership itr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	Executi if any	on Date, Day/Year) _	Transa Code (		of Deriv Secu Acqu (A) o Disp of (D (Inst	vative irities uired or osed ) r. 3, 4	Expiratio	n Da	te	of Securit Underlyin Derivative	ies g Securi	nt er	Derivative Security	derivati Securiti Benefic Owned Followin Reporte Transac	ive ies ially ng ed ction(s)	Owners Form: Direct (I	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Expiratio (Month/D	n Da ay/Ye	te ear)	of Securit Underlyin Derivative (Instr. 3 al	Amoulor Numbof	nt er s	Derivative Security	derivati Securiti Benefic Owned Followin Reporte Transac	ve ies ially ng ed ction(s)	Owners Form: Direct (I	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option	Conversion or Exercise Price of Derivative Security	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Expiratio (Month/D	n Da ay/Yo	te ear) Expiration Date	of Securit Underlyin Derivative (Instr. 3 au	Amou or Numb of Share:	nt eer ss	Derivative Security	derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ve ies icially ng ed etion(s)	Owners Form: Direct (I or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option 12/11/2006 Option	Conversion or Exercise Price of Derivative Security	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Expiratio (Month/D	n Da ay/Ye	Expiration Date 12/13/2015	of Securit Underlyin Derivative (Instr. 3 au Title Common Stock	Amoul or Numbo of Share:	nnt eer s 500	Derivative Security	derivati Securiti Securiti Senefic Owned Followin Reporte Transac (Instr. 4)	ve ies ies iially ng ed ction(s) )	Owners Form: Direct (I or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option 12/11/2006 Option 12/11/2007 Option 12/10/2007	Conversion or Exercise Price of Derivative Security	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Date Exercisal 12/13/20	bble 05 07	Expiration Date 12/13/2015 12/11/2016	of Securit Underlyin Derivative (Instr. 3 au	Amour or Numb of Share:	nt nt eer s 500 000 000	Derivative Security	derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	veries idealistically inguitable deduction(s) )	Owners Form: Direct (I) or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option 12/11/2006 Option 12/10/2007 Option 12/10/2007 Option 12/08/2008 Option	Conversion or Exercise Price of Derivative Security  \$14.4  \$12.65	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Date Exercisal 12/13/20 12/11/20	bble 05 06 07 08	Expiration Date 12/13/2015 12/11/2016 12/10/2017	of Securit Underlyin Derivative (Instr. 3 au Stock Common Common Stock Common Common Stock Common Co	Amour or Numb of Share:  10,75  10,00	nt eer ss 550 000 000 000 000 000	Derivative Security	derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	veries ideally ing ed etion(s))	Owners Form: Direct (I) or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option 12/11/2006 Option 12/10/2007 Option 12/10/2007 Option 12/08/2008 Option 12/07/2009 Option	\$14.4 \$12.65 \$6.81	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Date Exercisal 12/13/20 12/11/20 12/08/20	n Dai ay/Ye	Expiration Date 12/13/2015 12/11/2016 12/10/2017 12/08/2018	of Securit Underlyin Derivative (Instr. 3 au Vinstr. 3 au	Amou or Numb of Share: 10,75 10,00 20,00	nt er s 500 000 000 000 000 000 000 000 000 0	Derivative Security	derivati Securiti Securiti Senefici Owned Followin Reporte Transac (Instr. 4)	veries ideally ing ed etion(s))	Owners Form: Direct (I) or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Derivative Security	\$14.4 \$12.65 \$4.235 \$4.42	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Date Exercisal 12/13/20 12/11/20 12/08/20 12/07/20	ble 05 06 07 08 09 10	Expiration Date  12/13/2015  12/11/2016  12/10/2017  12/08/2018  12/07/2019	of Securit Underlyin Derivative (Instr. 3 au Vinstr. 3 au	Amou or Numb of Share: 10,75 10,00 20,00 15,00	nt eer s 550 000 000 000 000 000 000 000 000 0	Derivative Security	derivati Securiti Securiti Senefici Owned Followin Reporte Transac (Instr. 4)	ve ies ies iially ng ed ction(s) ) 750	Owners Form: Direct (I) Or Indire (I) (Instr	hip of In Ben O) Owr ect (Inst	ndirect neficial nership
Option 12/13/2005 Option 12/11/2006 Option 12/10/2007 Option 12/10/2007 Option 12/08/2008 Option 12/07/2009 Option 12/06/2010 Option	\$14.4 \$12.65 \$4.235 \$4.42 \$17.23	Date	Executi if any	on Date, Day/Year) _	Transa Code ( 8)	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative irities uired or osed ) r. 3, 4	Date Exercisal 12/13/20 12/10/20 12/08/20 12/07/20 12/06/20	ble 05 06 07 08 09 10 11	Expiration Date 12/13/2015 12/11/2016 12/10/2017 12/08/2018 12/07/2019 12/06/2020	of Securit Underlyin Derivative (Instr. 3 au Vinstr. 3 au	Amour or Numbrof Share: 10,75 10,00 20,00 5,00	nnt eer s 550 000 000 000 000 000 000 000 000 0	Derivative Security	derivatii Securitii Securi	ve ies ies iially ing ed ction(s) ) 750 000 000 000 000 000 000 000 000 000	D D D D	hip of In Ben O) Owr ect (Inst	ndirect neficial nership

## **Explanation of Responses:**

1. Neither this report nor its filing shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise beneficial owner of these securities.

<u>Jeffrey Bertsch</u>

02/26/2014

\*\* 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.