

**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	
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1. Name and Address of Reporting Person* <u>Hall Steven Kenneth</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>P.O. BOX 877</u>			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>								<u>3,133</u>	<u>D</u>	

**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
<u>Option 01/15/2019</u>	<u>\$24.98</u>	<u>01/15/2019</u>		<u>A</u>		<u>7,635</u>		<u>(1)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>7,635</u>	<u>\$24.98</u>	<u>7,635</u>	<u>D</u>	
<u>Option 12/08/2014</u>	<u>\$31.06</u>							<u>12/08/2014</u>	<u>12/08/2024</u>	<u>Common Stock</u>	<u>1,200</u>		<u>1,200</u>	<u>D</u>	
<u>Option 07/07/2015</u>	<u>\$43.09</u>							<u>07/07/2015</u>	<u>07/01/2025</u>	<u>Common Stock</u>	<u>1,160</u>		<u>1,160</u>	<u>D</u>	
<u>Option 09-01-2016</u>	<u>\$47.45</u>							<u>09/01/2016</u>	<u>09/01/2026</u>	<u>Common Stock</u>	<u>1,475</u>		<u>1,475</u>	<u>D</u>	
<u>Option 09/08/2017</u>	<u>\$45.21</u>							<u>09/08/2017</u>	<u>09/08/2027</u>	<u>Common Stock</u>	<u>1,548</u>		<u>1,548</u>	<u>D</u>	
<u>Option 09/13/2018</u>	<u>\$32.8</u>							<u>09/13/2018</u>	<u>09/13/2028</u>	<u>Common Stock</u>	<u>2,286</u>		<u>2,286</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>							<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>12,526</u>		<u>12,526</u>	<u>D</u>	

**Explanation of Responses:**

- The options vest in three installments. On January 15, 2019, 2,545 options vested, on January 15, 2020, 2,545 options shall vest, and on January 15, 2021, 2,545 options shall vest.
- The options expire ten years from the date of vest. On January 15, 2029, 2,545 options shall expire, on January 15, 2030, 2,545 options shall expire, and on January 15, 2031, 2,545 options shall expire.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- The restricted stock units vest in three installments. On July 1, 2019, 33 1/3% shall vest, on July 1, 2020, 33 1/3% shall vest, and on July 1, 2021, 33 1/3% shall vest. Vested shares will be delivered to the reporting person on July 1 of each respective year.

/s/ Rebecca J. Kuhle, attorney-in-fact 01/18/2019

\*\* 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.

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