

**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 Timothy E</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>S.V.P. C.F.O.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2013</u>					
<u>P.O. BOX 877</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(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>26,605</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 12/11/2006</u>	<u>\$12.65</u>							<u>12/11/2006</u>	<u>12/11/2016</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Option 12/10/2007</u>	<u>\$12.35</u>							<u>12/10/2007</u>	<u>12/10/2017</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Option 12/08/2008</u>	<u>\$6.81</u>							<u>12/08/2008</u>	<u>12/08/2018</u>	<u>Common Stock</u>	<u>20,000</u>		<u>5,320</u>	<u>D</u>	
<u>Option 12/07/2009</u>	<u>\$8.42</u>							<u>12/07/2009</u>	<u>12/07/2019</u>	<u>Common Stock</u>	<u>15,000</u>		<u>15,000</u>	<u>D</u>	
<u>Option 12/06/2010</u>	<u>\$17.23</u>							<u>12/06/2010</u>	<u>12/06/2020</u>	<u>Common Stock</u>	<u>5,000</u>		<u>5,000</u>	<u>D</u>	
<u>Option 12/12/2011</u>	<u>\$13.9</u>							<u>12/12/2011</u>	<u>12/12/2021</u>	<u>Common Stock</u>	<u>5,000</u>		<u>5,000</u>	<u>D</u>	
<u>Option 12/10/2012</u>	<u>\$19.77</u>							<u>12/10/2012</u>	<u>12/10/2022</u>	<u>Common Stock</u>	<u>3,300</u>		<u>3,300</u>	<u>D</u>	
<u>Option 12/09/2013</u>	<u>\$27.57</u>	<u>12/09/2013</u>		<u>A</u>		<u>2,400</u>		<u>12/09/2013</u>	<u>12/09/2023</u>	<u>Common Stock</u>	<u>2,400</u>	<u>\$27.57</u>	<u>2,400</u>	<u>D</u>	

**Explanation of Responses:**

Timothy E. Hall 12/10/2013

\*\* 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.