

**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	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person*</b> <u>RICHARDSON JAMES R</u> <hr/> (Last) (First) (Middle) <u>PO BOX 877</u> <hr/> (Street) <u>DUBUQUE IA 52004</u> <hr/> (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>FLEXSTEEL INDUSTRIES INC [ FLXS ]</u>		<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP Marketing</u>	
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/22/2009</u>			
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			
			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**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								21,284	I	401k Plan
Common Stock								15,049	I	By Flexsteel Industries
Common Stock								1,332	I	By Wife
Common Stock	01/22/2009		G	V	1,432	A	\$6.98	180,556	D	
Common Stock	01/22/2009		G	V	4,296	D	\$6.98	171,580	I	Trust

**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					
Option 12/09/1999	\$13.25							12/09/1999	12/09/2009	Common Stock	9,000	9,000	D	
Option 11/14/2000	\$10.75							11/14/2000	11/14/2010	Common Stock	700	700	D	
Option 11/02/2001	\$10.3							11/02/2001	11/02/2011	Common Stock	1,050	1,050	D	
Option 12/09/2002	\$15.925							12/09/2002	12/09/2012	Common Stock	10,750	10,750	D	
Option 12/08/2003	\$19.21							12/08/2003	11/25/2013	Common Stock	10,750	10,750	D	
Option 12/14/2004	\$16.49							12/14/2004	12/14/2014	Common Stock	10,750	10,750	D	
Option 12/13/2005	\$14.4							12/13/2005	12/13/2015	Common Stock	10,750	10,750	D	
Option 12/11/2006	\$12.65							12/11/2006	12/11/2016	Common Stock	10,000	10,000	D	
Option 12/10/2007	\$12.35							12/10/2007	12/10/2017	Common Stock	10,000	10,000	D	
Option 12/08/2008	\$6.81							12/08/2008	12/08/2018	Common Stock	20,000	20,000	D	

Explanation of Responses:

James Richardson

01/28/2009

\*\* Signature of Reporting Person

Date

\* 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.**