\square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		
--	--	--

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

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

1. Name and Address of Reporting Person [*] DREHER DONALD D						2. Issuer Name and Ticker or Trading Symbol <u>FLEXSTEEL INDUSTRIES INC</u> [FLXS]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner								
(Last) P.O. BO2		rst) ((Middle)				ate of Earliest Transaction (Month/Day/Year))3/2013								X Officer below)		le Other (specify below) ce President						
(Street)					4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)								
DUBUQ	UE IA	L !	52004										X Form f										
(City) (State) (Zip)															Persor								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
1. Title of Security (Instr. 3) 2. Trans Date (Month/					action Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)								n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership					
									Code	v	Amount	(A) or (D) P		Price	Transac (Instr. 3	tion(s)			(Instr. 4)				
Common	Common Stock			05/0	03/2013 s 193 D		\$19.	.5 11	11,687		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	ercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) 8) Securities Acquired				6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)					ecurity 4)	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactiv (Instr. 4)	ly Direct (D) or Indirect (I) (Instr. 4		Beneficial Ownership t (Instr. 4)							
					Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title		Amount or Jumber of Shares									
Option 12/13/2005	\$14.4								12/13/200	5 1	2/13/2015	Com Sto		10,750		10,750		10,750		10,750		D	
Option 12/08/2003	\$19.21								12/08/200	3 1	1/25/2013	Com Sto		8,000		8,000		8,000		8,000		D	
Option 12/14/2004	\$16.49								12/14/2004	4 1	2/14/2014	Com Sto		0,000		10,000		D					
Option 12/11/2006	\$12.65								12/11/200	5 1	2/11/2016	Com Sto		0,000		10,000		0,000 D					
Option 12/10/2007	\$12.35								12/10/200	7 1	2/10/2017		Stock 10,00			10,000		D					
Option 12/08/2008	\$6.81								12/08/200	8 1	2/08/2018	Com Sto		20,000		5,320)	D					
Option 12/07/2009	\$8.42								12/07/200	9 1	2/07/2019	Com Sto		5,000		3,120		D					
Option 12/06/2010	\$17.23								12/06/201	0 1	2/06/2020	Common Stock 5		5,000		5,000		D					
Option 12/12/2011	\$13.9								12/12/201	1 1	2/12/2021	Com Sto		5,000		5,000		D					
Option 12/10/2012	\$19.77								12/10/2013	2 1	2/10/2022	Com		2,000		2,000)	D					

Explanation of Responses:

Donald Dreher

05/06/2013 Date

** Signature of Reporting Person

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.