

**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>Newlin Timothy Patrick</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>VP-Marketing &amp; Product</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2020</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) <u>01/03/2020</u>					
(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			
Common Stock	01/01/2020		M		8,334	A	(7)	14,607	D	
Common Stock	01/01/2020		F		2,883 <sup>(4)(6)</sup>	D	(7)	11,724	D	
Common Stock	01/01/2020		F		461 <sup>(1)(2)(9)</sup>	D	\$19.92	11,263	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	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					
Restricted Stock Units	(7)	01/01/2020		M		8,334	(4)	(4)	Common Stock	8,334	(7)	24,817 <sup>(3)(4)(5)</sup>	D	
Option 12/09/2013	\$27.57							12/09/2013	12/09/2023	Common Stock	500	500	D	
Option 12/08/2014	\$31.06							12/08/2014	12/08/2024	Common Stock	500	500	D	
Option 07/01/2015	\$43.09							07/01/2015	07/01/2025	Common Stock	464	464	D	
Option 09-01-2016	\$47.45							09/01/2016	09/01/2026	Common Stock	737	737	D	
Option 09/08/2017	\$45.21							09/08/2017	09/08/2027	Common Stock	1,105	1,105	D	
Option 09/13/2018	\$32.8							09/13/2018	09/13/2028	Common Stock	2,286	2,286	D	
Option 01/15/2019	\$24.98							(8)	01/15/2029	Common Stock	6,020	6,020	D	

**Explanation of Responses:**

- On 07/01/2019, 4,691 shares of restricted stock were granted. The restricted stock vests in three installments. On January 1, 2020, 33 1/3% vested, on July 1, 2020, 33 1/3% shall vest, and on January 1, 2021, 33 1/3% shall vest. Vested shares will be delivered to the reporting person on these dates of each respective year.
- Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock.
- On 07/02/2018, 6,263 restricted stock units were granted. These restricted stock units vest in three installments. On July 1, 2019, 33 1/3% vested, 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.
- On 07/01/2019, 25,000 restricted stock units were granted. These restricted stock units vest in three installments. On January 1, 2020, 33 1/3% vested, on July 1, 2020, 33 1/3% shall vest, and on January 1, 2021, 33 1/3% shall vest. Vested shares will be delivered to the reporting person on these dates of each respective year.
- On 07/19/2019, 3,976 restricted stock units were granted. These restricted stock units vest on June 30, 2022.
- Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock units.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- The options vest in three installments. On January 15, 2019, 2,007 options vested, on January 15, 2020, 2,007 options shall vest, and on January 15, 2021, 2,006 options shall vest.
- Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock were inaccurately reported on Form 4 dated 1/2/2020 and filed 1/3/2020.

/s/ Dena A. Lang, attorney-in-fact 01/03/2020

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.**

LIMITED POWER OF ATTORNEY For Executing Forms 3, 4, 5 and 144

The undersigned hereby constitutes and appoints each of Becca Kuhle and Dena A. Lang, signing singly, as his or her true and lawful attorney-in-fact, for such period of time that the undersigned is required to file reports pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), due to his or her affiliation with Flexsteel Industries, Inc., a Minnesota corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, solely for the purpose of:

- 1) executing for and on behalf of the undersigned Forms 3, 4, 5 and 144 and any amendments to previously filed forms in accordance with Section 16(a) of the Exchange Act or Rule 144 of the Securities Act and the rules thereunder;
- 2) doing and performing any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms 3, 4, 5 and 144 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority as required by law; and
- 3) taking any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act.

Signed and acknowledged:

/s/ Timothy P. Newlin