

**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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<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>02/14/2007</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								15,063	I	401k Plan
Common Stock								15,049	I	By Flexsteel Industries
Common Stock								1,332	I	By Wife
Common Stock	02/14/2007		G	V	791	A	\$14.275	181,986	D	
Common Stock	02/14/2007		G	V	2,373	D	\$14.275	178,390	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	

Explanation of Responses:

James Richardson 02/16/2007

\*\* 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.