

BERTSCH JEFFREY T
Form 4
May 08, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTSCH JEFFREY T

2. Issuer Name and Ticker or Trading Symbol
FLEXSTEEL INDUSTRIES INC
[FLXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 877

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2012

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
VP-Corporate Services

DUBUQUE, IA 52004

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 9,769 | I | By Flexsteel Industries |
| Common Stock | | | | | 16,500 | I | By Wife |
| Common Stock | | | | | 111,153 ⁽¹⁾ | I | Contingent Bene. Various Trusts |
| Common Stock | 05/07/2012 | | M | 2,305 ₍₂₎ A \$ 15.925 | 218,665 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option 12/08/2003 | \$ 19.21 | | | | | 12/08/2003 | 11/25/2013 | Common Stock | 10,750 |
| Option 12/14/2004 | \$ 16.49 | | | | | 12/14/2004 | 12/14/2014 | Common Stock | 10,750 |
| Option 12/13/2005 | \$ 14.4 | | | | | 12/13/2005 | 12/13/2015 | Common Stock | 10,750 |
| Option 12/11/2006 | \$ 12.65 | | | | | 12/11/2006 | 12/11/2016 | Common Stock | 10,000 |
| Option 12/10/2007 | \$ 12.35 | | | | | 12/10/2007 | 12/10/2017 | Common Stock | 10,000 |
| Option 12/08/2008 | \$ 6.81 | | | | | 12/08/2008 | 12/08/2018 | Common Stock | 20,000 |
| Option 12/07/2009 | \$ 8.42 | | | | | 12/07/2009 | 12/07/2019 | Common Stock | 15,000 |
| Option 12/06/2010 | \$ 17.23 | | | | | 12/06/2010 | 12/06/2020 | Common Stock | 5,000 |
| Option 12/12/2011 | \$ 13.9 | | | | | 12/12/2011 | 12/12/2021 | Common Stock | 5,000 |
| Option 12/09/2002 | \$ 15.925 | 05/07/2012 | | M | 10,750 | 12/09/2002 | 12/09/2012 | Common Stock | 10,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERTSCH JEFFREY T
P.O. BOX 877
DUBUQUE, IA 52004

VP-Corporate Services

Signatures

Jeffrey Bertsch

05/08/2012

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Neither this report nor its filing shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise beneficial owner of these securities.
 - (2) Total option shares exercised 10,750 with a price of \$15.925. 8,445 shares with a market value of \$20.27 per share were surrendered to exercise the options. 2,305 additional shares were issued.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.