

Hall Steven Kenneth
 Form 4
 January 18, 2019

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 *
 Hall Steven Kenneth

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)
 01/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Officer

DUBUQUE, IA 52004
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,133 | D | |

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)

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| 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 Share |
| Option 01/15/2019 | \$ 24.98 | 01/15/2019 | | A | 7,635 | (1) | (2) | Common Stock | 7,635 |
| Option 12/08/2014 | \$ 31.06 | | | | | 12/08/2014 | 12/08/2024 | Common Stock | 1,200 |
| Option 07/07/2015 | \$ 43.09 | | | | | 07/07/2015 | 07/01/2025 | Common Stock | 1,160 |
| Option 09-01-2016 | \$ 47.45 | | | | | 09/01/2016 | 09/01/2026 | Common Stock | 1,475 |
| Option 09/08/2017 | \$ 45.21 | | | | | 09/08/2017 | 09/08/2027 | Common Stock | 1,548 |
| Option 09/13/2018 | \$ 32.8 | | | | | 09/13/2018 | 09/13/2028 | Common Stock | 2,286 |
| Restricted Stock Units | (3) | | | | | (4) | (4) | Common Stock | 12,526 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hall Steven Kenneth P.O. BOX 877 DUBUQUE, IA 52004 | | | Executive Officer | |

Signatures

/s/ Rebecca J. Kuhle,
attorney-in-fact

01/18/2019

__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) The options vest in three installments. On January 15, 2019, 2,545 options vested, on January 15, 2020, 2,545 options shall vest, and on January 15, 2021, 2,545 options shall vest.

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- (2) The options expire ten years from the date of vest. On January 15, 2029, 2,545 options shall expire, on January 15, 2030, 2,545 options shall expire, and on January 15, 2031, 2,545 options shall expire.
- (3) Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- (4) The restricted stock units vest in three installments. On July 1, 2019, 33 1/3% shall vest, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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