

RICHARDSON JAMES R
Form 4
December 13, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RICHARDSON JAMES R

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)
PO BOX 877

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2011

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Senior VP Marketing

DUBUQUE, IA 52004

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 260,794 | D | |
| Common Stock | | | | | 21,284 | I | 401k Plan |
| Common Stock | | | | | 15,049 | I | By Flexsteel Industries |
| Common Stock | | | | | 1,332 | I | By Wife |

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 (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 12/09/2002 | \$ 15.925 | | | | | | | 12/09/2002 | 12/09/2012 | Common Stock | 10,750 |
| 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 12/06/2010 | \$ 17.23 | | | | | | | 12/06/2010 | 12/06/2020 | Common Stock | 5,000 |
| Option 12/12/2011 | \$ 13.9 | 12/12/2011 | | A | | 5,000 | | 12/12/2011 | 12/12/2021 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | | |
|---|----------|-----------|---------------------|-------|
| RICHARDSON JAMES R PO BOX 877 DUBUQUE, IA 52004 | Director | 10% Owner | Officer | Other |
| | | | Senior VP Marketing | |

Signatures

| | |
|--|---------------------|
| James Richardson | 12/13/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).

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.