

Stanley Richard John  
Form 4  
September 13, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Stanley Richard John

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)  
09/13/2018

\_\_\_\_ 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)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 09/13/2018                           |  | A                              | V   | \$ 34.59  | 3,052  | D                                 |
| Common Stock                    | 09/13/2018                           |  | F                              |   | \$ 34.59  | 2,957  | 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)

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**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 12/08/2014                          | \$ 31.06   |                                      |  |                                |   | 12/08/2014   | 12/08/2024  | Common Stock | 250                        |
| 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                      |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   | (2)  | (2)   | Common Stock | 8,351                      |
| Option 09/13/2018                          | \$ 32.8  | 09/13/2018                           |  | A                              | 2,286   | 09/13/2018   | 09/13/2028  | Common Stock | 2,286                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Stanley Richard John<br>P.O. BOX 877<br>DUBUQUE, IA 52004 |               |           | Executive Officer |       |

## Signatures

Richard Stanley 09/13/2018

\*\*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) Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.

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- (2) 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. 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.