

DITTMER JERALD K
 Form 4
 January 02, 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 *
 DITTMER JERALD K

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)
 12/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO

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	12/28/2018		A	(A) or (D) A	3,186 \$ 22.6	D	

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

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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	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)	Amount or Number of Shares
Option 12/28/2018	\$ 21.96	12/28/2018		A	85,000	12/28/2018 12/28/2028	Common Stock	85,000
Restricted Stock Units	(2)	12/28/2018		A	30,000	(3) (3)	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DITTMER JERALD K P.O. BOX 877 DUBUQUE, IA 52004			President & CEO	

Signatures

/s/ Jerald K. Dittmer
01/02/2019
Date

**Signature of Reporting Person

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) Restricted stock award granted in the following amount \$72,000 divided by \$22.60 (the average closing price for the ten trading days prior to the effective date.) The restricted stock award vests in four installments. On July 1, 2019, 531 shares shall vest, on July 1, 2020, 1,062 shares shall vest, on July 1, 2021, 1,062 shares shall vest, and on July 1, 2022, 531 shares shall vest. Vested shares will be delivered to the reporting person on July 1 of each respective year.
- (2) Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- (3) Restricted stock units granted in the following amount \$678,000 divided by \$22.60 (the average closing price for the ten trading days prior to the effective date.) The restricted stock units vest in four installments. On July 1, 2019, 5,000 shares shall vest, on July 1, 2020, 10,000 shares shall vest, on July 1, 2021, 10,000 shares shall vest, and on July 1, 2022, 5,000 shares 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.