

BERTSCH JEFFREY T
 Form 4
 November 23, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
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)
11/22/2010

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) Amount | 9,769 | I | By Flexsteel Industries |
| Common Stock | | | | (A) Amount | 16,500 | I | By Wife |
| Common Stock | | | | (A) Amount | 111,438 ⁽¹⁾ | I | Contingent Bene. Various Trusts |
| Common Stock | | | | (A) Amount | 9,720 | I | Custodian for Minor Children |

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| | | | | | | | | | |
|--------------|------------|--|---|---|-------|--------|----------|---------------------------------|---|
| Common Stock | | | | | | 26,420 | I | Minor Children, Bene Var. Trust | |
| Common Stock | 11/22/2010 | | G | V | 3,000 | D | \$ 17.46 | 222,865 | 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)

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option | \$ 15.925 | | | | | 12/09/2002 12/09/2012 | Common Stock | 10,750 |
| Option | \$ 19.21 | | | | | 12/08/2003 11/25/2013 | Common Stock | 10,750 |
| Option | \$ 16.49 | | | | | 12/14/2004 12/14/2014 | Common Stock | 10,750 |
| Option | \$ 14.4 | | | | | 12/13/2005 12/13/2015 | Common Stock | 10,750 |
| Option | \$ 12.65 | | | | | 12/11/2006 12/11/2016 | Common Stock | 10,000 |
| Option | \$ 12.35 | | | | | 12/10/2007 12/10/2017 | Common Stock | 10,000 |
| Option | \$ 6.81 | | | | | 12/08/2008 12/08/2018 | Common Stock | 20,000 |
| Option | \$ 8.42 | | | | | 12/07/2009 12/07/2019 | Common Stock | 15,000 |

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 11/23/2010

__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.

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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