

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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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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President &amp; CEO

P.O. BOX 877

(Street)

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

DUBUQUE, IA 52004

(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 Ownership (Instr. 4)
Common Stock	12/28/2018		A	(A) or (D) Amount 3,186 (1) Price \$ 22.6	3,186	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)	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

\_\_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) 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.

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