

DITTMER JERALD K

Form 4

January 02, 2019

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

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

OMB APPROVAL

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(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)

DUBUQUE, IA 52004

(City) (State) (Zip)

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

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2018		A	(A) or (D) A	3,186 (1) \$ 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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information contained in this form are not
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(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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