

INSTEEL INDUSTRIES INC
 Form 5
 October 25, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ROGERS W ALLEN II
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1373 BOGGS DR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/29/2007

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

MT AIRY, NC 27030
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (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	Â	Â	Â	Â Â Â	26,224	D	Â
Common Stock	Â	Â	Â	Â Â Â	2,345	I	Restricted

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

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SEC 2270 (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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0.18	Â	Â	Â	Â (A) Â (D)	Â (1) 02/19/2012	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 0.36	Â	Â	Â	Â (A) Â (D)	Â (1) 02/25/2013	Common Stock	7,200
Non-Qualified Stock Option (right to buy)	\$ 1.06	Â	Â	Â	Â (A) Â (D)	Â (1) 02/16/2011	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 3.28	Â	Â	Â	Â (A) Â (D)	Â (1) 02/09/2009	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 3.63	Â	Â	Â	Â (A) Â (D)	Â (1) 04/28/2008	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 4.19	Â	Â	Â	Â (A) Â (D)	Â (1) 02/01/2010	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 5.43	Â	Â	Â	Â (A) Â (D)	Â (1) 07/20/2014	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS W ALLEN II 1373 BOGGS DR MT AIRY, NC 27030	Â X	Â	Â	Â

Signatures

James F. Petelle for W. Allen
Rogers, II

10/25/2007

__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) All options are exercisable

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.