

INSTEEL INDUSTRIES INC
 Form 4/A
 December 05, 2013

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

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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 *
WOLTZ H O III

(Last) (First) (Middle)
 1373 BOGGS DRIVE
 (Street)

MOUNT AIRY, NC 27030

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/10/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/05/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

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)		
			Code	V	Amount	(D)	Price		
Common Stock	10/10/2013		G		4,300	D	\$ 0 360,830	I	co-trustee of trusts established by Howard O. Woltz, Jr.
Common Stock	10/10/2013		G		700	D	\$ 0 486,661	D	
Common Stock	12/04/2013		M		11,236	A	\$ 9.16 497,897	D	
	12/04/2013		M		17,065	A	514,962	D	

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Common Stock						\$ 12.43			
Common Stock	12/04/2013		M	20,619	A	\$ 10.72	535,581	D	
Common Stock	12/04/2013		M	8,251	A	\$ 13.06	543,832	D	
Common Stock	12/04/2013		M	10,989	A	\$ 10.23	554,821	D	
Common Stock	12/04/2013		F	53,104	D	\$ 19.27	501,717	D	
Common Stock	12/05/2013		G	2,810	D	\$ 0	498,907	D	
Common Stock (Restricted Stock Units)							70,039	D	
Common Stock ⁽²⁾							8,513	I	co-executor of Howard O. Woltz, Jr. Estate
Common Stock ⁽²⁾							21,222	I	Custodial account for minor child

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
	\$ 9.16	12/04/2013		M	11,236	(1) 08/09/2020		11,236

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Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 10.23	12/04/2013	M	10,989	<u>(1)</u>	08/21/2022		Common Stock	10,989
Stock Option (Right to Buy)	\$ 13.06	12/04/2013	M	8,251	<u>(1)</u>	02/21/2022		Common Stock	8,251
Stock Option (Right to Buy)	\$ 10.72	12/04/2013	M	20,619	<u>(1)</u>	08/08/2021		Common Stock	20,619
Stock Option (Right to Buy)	\$ 12.43	12/04/2013	M	17,065	<u>(1)</u>	02/08/2021		Common Stock	17,065
Stock Option (Right to Buy)	\$ 17.22				<u>(1)</u>	08/12/2023		Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45				<u>(1)</u>	02/12/2023		Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69				<u>(1)</u>	08/19/2018		Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11				<u>(1)</u>	02/13/2017		Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27				<u>(1)</u>	08/13/2017		Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26				<u>(1)</u>	08/14/2016		Common Stock	6,369
	\$ 15.64				<u>(1)</u>	02/14/2016			9,144

