

INSTEEL INDUSTRIES INC
 Form 4
 February 18, 2015

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 *
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)
 02/17/2015

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

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)
Common Stock (Restricted Stock Units)	02/17/2015		A	6,831	A \$ 0 65,988	D	
Common Stock					545,518	D	
Common Stock					177,822	I	Co-trustee of trusts for the benefit of children of H. O. Woltz III

Common Stock	81,222	I	and Edwin M Woltz co-trustee of Woltz Foundation
Common Stock	130,452	I	Co-trustee of trusts created by estate of Howard O. Woltz Jr.

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.96	02/17/2015		A	19,355	<u>(1)</u> 02/17/2025	Common Stock	19,355	
Common Stock (Right to Buy)	\$ 20.5					<u>(1)</u> 08/12/2024	Common Stock	21,216	
Common Stock (Right to Buy)	\$ 19.08					<u>(1)</u> 02/12/2024	Common Stock	21,645	
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022	Common Stock	21,978	

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Stock Option (Right to Buy)	\$ 13.06	(1)	02/21/2022	Common Stock	16,501
Stock Option (Right to Buy)	\$ 10.72	(1)	08/08/2021	Common Stock	10,309
Stock Option (Right to Buy)	\$ 12.43	(1)	02/08/2021	Common Stock	8,532
Stock Option (Right to Buy)	\$ 17.22	(1)	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	(1)	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26	(1)	08/14/2016	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64	(1)	02/14/2016	Common Stock	9,144

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

WOLTZ H O III
1373 BOGGS DRIVE
MOUNT AIRY, NC 27030

X

Chairman, President and CEO

Signatures

James F. Petelle for H. O.
Woltz III

02/18/2015

__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) Options vest 1/3 annually beginning one year from grant date.

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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