

INSTEEL INDUSTRIES INC  
 Form 4  
 February 20, 2008

**FORM 4**

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

OMB APPROVAL

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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)  
 02/19/2008

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)  
 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	11/12/2007		G	V 4,360 D \$ 0	430,071	D	
Common Stock	11/14/2007		G	V 900 D \$ 0	429,171	D	
Common Stock	11/14/2007		G	V 450 D \$ 0	428,721	D	
Common Stock	01/22/2008		G	V 1,500 A \$ 0	430,221	D	
Common Stock	01/22/2008		G	V 4,500 A \$ 0	82,419	I	Custodial Account

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Common Stock	02/19/2008		A	13,452	A	\$ 0	57,133.1128	I	Restricted
Common Stock	11/12/2007		G V	3,270	A	\$ 0	3,270	I	by Children

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 11.15	02/19/2008 <sup>(1)</sup>		A	28,791	<sup>(1)</sup> 02/19/2018	Common Stock	28,791
Incentive Stock Option (right to buy)	\$ 6.89					07/26/2006 07/26/2015	Common Stock	11,111
Incentive Stock Option (right to buy)	\$ 9.12					<sup>(1)</sup> 03/04/2015	Common Stock	17,111
Incentive Stock Option (right to buy)	\$ 15.64					02/14/2007 02/14/2016	Common Stock	5,111
Incentive Stock Option (right to buy)	\$ 17.11					<sup>(1)</sup> 02/13/2017	Common Stock	5,111
Incentive Stock Option (right to buy)	\$ 20.26					08/14/2007 08/14/2016	Common Stock	2,111
Incentive Stock Option (right to buy)	\$ 20.27					<sup>(1)</sup> 08/13/2017	Common Stock	8,111

