

INSTEEL INDUSTRIES INC
 Form 4
 February 10, 2014

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 *
PETELLE JAMES F

(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)
 02/08/2014

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)
 Vice President

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/08/2014		F	D	\$ 19.1	8,744	D
Common Stock	02/10/2014		S	D	\$ 19.005	7,382	D
Common Stock (Restricted Stock Units)						13,560	D

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 Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u>	08/21/2022	Common Stock	916
Incentive Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock	862
Incentive Stock Option (Right to Buy)	\$ 9.16					<u>(1)</u>	08/09/2020	Common Stock	1,880
Incentive Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u>	08/12/2023	Common Stock	5,396
Incentive Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u>	02/12/2023	Common Stock	5,230
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u>	02/21/2022	Common Stock	6,188

Incentive Stock Option	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	4,693
(Right to Buy)					
Incentive Stock Option	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	4,393
(Right to Buy)					
Incentive Stock Option	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	5,278
(Right to Buy)					
Incentive Stock Option	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	2,926
(Right to Buy)					
Incentive Stock Option	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	2,639
(Right to Buy)					
Incentive Stock Option	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	2,178
(Right to Buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETELLE JAMES F 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

Signatures

James F. Petelle	02/10/2014
<u> </u> **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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