

INSTEEL INDUSTRIES INC
 Form 4
 November 20, 2015

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 *
 Jafroodi Scot R

(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)
 11/19/2015

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)
 Chief Accounting Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/19/2015		M	2,639	A \$ 17.11	21,692	D
Common Stock	11/19/2015		M	1,763	A \$ 20.26	23,455	D
Common Stock	11/19/2015		S	4,402	D \$ 23.961	19,053	D
Common Stock (Restricted Stock Units)						8,827	D

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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
Incentive Stock Option (right to buy)	\$ 17.11	11/19/2015		M	2,639	<u>(1)</u> 02/13/2017	Common Stock	2,639
Incentive Stock Option (Right to Buy)	\$ 20.26	11/19/2015		M	1,763	<u>(1)</u> 08/14/2016	Common Stock	1,763
Stock Option (Right to Buy)	\$ 18.05					<u>(1)</u> 08/17/2025	Common Stock	4,211
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u> 02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u> 08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u> 02/12/2024	Common Stock	3,968

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Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	3,957
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	3,835
Stock Option (Right to Buy)	\$ 10.23	<u>(1)</u>	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	4,538
Incentive Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	<u>(1)</u>	02/09/2020	Common Stock	5,952
Incentive Stock Option (right to buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	2,926
Incentive Stock Option	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	4,393

