

INSTEEL INDUSTRIES INC
Form 4
July 29, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
07/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount or Price		
Common Stock	07/27/2016		M		5,952 A \$ 9.39	26,034	D
Common Stock	07/27/2016		M		4,393 A \$ 11.6	30,427	D
Common Stock	07/28/2016		S		10,045 D \$ 34.6945	20,382	D
Common Stock	07/29/2016		S		300 D \$ 34.6945	20,082	D
Common Stock (Restricted)						8,303	D

Stock
Units)

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.

SEC 1474
(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 (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
Stock Option (Right to Buy)	\$ 23.95				(1)	02/11/2026	Common Stock	3,165
Stock Option (Right to Buy)	\$ 18.05				(1)	08/17/2025	Common Stock	4,211
Stock Option (Right to Buy)	\$ 21.96				(1)	02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5				(1)	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08				(1)	02/12/2024	Common Stock	3,968
Stock Option (Right to Buy)	\$ 17.22				(1)	08/12/2023	Common Stock	3,957

Buy)									
Stock Option (Right to Buy)	\$ 16.45					(1)	02/12/2023	Common Stock	3,835
Stock Option (Right to Buy)	\$ 10.23					(1)	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06					(1)	02/21/2022	Common Stock	4,538
Incentive Stock Option (Right to Buy)	\$ 10.72					(1)	08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 12.43					(1)	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16					(1)	08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	07/27/2016		M	5,952	(1)	02/09/2020	Common Stock	5,952
Incentive Stock Option (Right to Buy)	\$ 11.6	07/27/2016		M	4,393	(1)	08/10/2019	Common Stock	4,393

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Jafroodi Scot R
1373 BOGGS DRIVE
MOUNT AIRY, NC 27030

Chief Accounting Officer

Signatures

James F. Petelle for Scot R.
Jafroodi

07/29/2016

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 1 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.

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