

GAZMARIAN MICHAEL C

Form 4/A

August 23, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
GAZMARIAN MICHAEL C

(Last) (First) (Middle)

1373 BOGGS DR

(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)

08/10/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/13/20125. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Vice President and CFO

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<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                                | 08/10/2012                              |                                                             | F                                    | V Amount (D) Price<br>1,923 D \$<br>9.76                                   | 129,256                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock<br>(Restricted<br>Stock Units) |                                         |                                                             |                                      |                                                                            | 32,035                                                                                                             | 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<br>Derivative<br>Security<br>(Instr. 3)                    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secu<br>(Instr |
|------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|-----------------------------------|
|                                                                        |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                   |
| Stock<br>Option<br>(Right to<br>Buy)                                   | \$ 13.06                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 02/21/2022         | Common<br>Stock                                                     | 11,345                              |                                   |
| Stock<br>Option<br>(Right to<br>Buy)                                   | \$ 10.72                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 08/08/2021         | Common<br>Stock                                                     | 14,175                              |                                   |
| Stock<br>Option<br>(Right to<br>Buy)                                   | \$ 12.43                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 02/08/2021         | Common<br>Stock                                                     | 11,732                              |                                   |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)                      | \$ 9.16                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 08/09/2020         | Common<br>Stock                                                     | 15,449                              |                                   |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)<br>(Common<br>Stock) | \$ 9.39                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 02/09/2020         | Common<br>Stock                                                     | 14,881                              |                                   |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)                      | \$ 11.6                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 08/10/2019         | Common<br>Stock                                                     | 10,982                              |                                   |
| Incentive<br>Stock<br>Option                                           | \$ 7.55                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u>                                                     | 02/10/2019         | Common<br>Stock                                                     | 14,946                              |                                   |

|                                       |          |            |            |              |        |  |
|---------------------------------------|----------|------------|------------|--------------|--------|--|
| (Right to Buy)                        |          |            |            |              |        |  |
| Incentive Stock Option (Right to Buy) | \$ 11.15 | <u>(1)</u> | 02/19/2018 | Common Stock | 13,196 |  |
| Incentive Stock Option (Right to Buy) | \$ 16.69 | <u>(1)</u> | 08/19/2018 | Common Stock | 7,314  |  |
| Incentive Stock Option (Right to Buy) | \$ 17.11 | <u>(1)</u> | 02/13/2017 | Common Stock | 6,598  |  |
| Incentive Stock Option (Right to Buy) | \$ 20.27 | <u>(1)</u> | 08/13/2017 | Common Stock | 5,444  |  |
| Incentive Stock Option (Right to Buy) | \$ 20.26 | <u>(1)</u> | 08/14/2016 | Common Stock | 2,841  |  |
| Incentive Stock Option (Right to Buy) | \$ 15.64 | <u>(1)</u> | 02/14/2016 | Common Stock | 4,080  |  |
| Incentive Stock Option (Right to Buy) | \$ 9.12  | <u>(1)</u> | 03/04/2015 | Common Stock | 5,301  |  |
| Incentive Stock Option (Right to Buy) | \$ 6.89  | <u>(1)</u> | 07/26/2015 | Common Stock | 3,430  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners               |               |

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Director    10% Owner    Officer    Other

GAZMARIAN MICHAEL C  
1373 BOGGS DR  
MOUNT AIRY, NC 27030

Vice President and CFO

## Signatures

James F. Petelle for Michael C.  
Gazmarian

08/23/2012

\_\_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.

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