

Jafroodi Scot R  
Form 4/A  
August 31, 2012

**FORM 4**

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol  
INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
5532 GARDEN PARK LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

WINSTON SALEM, NC 27106  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/22/2012

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock (Restricted Stock Units) | 08/21/2012                           |  | A                              |   | 2,688   | A  | \$ 0                              |
| Common Stock                          |                                      |  |                                |   | 10,007  | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                          | \$ 10.23   | 08/21/2012                           |  | A                              | 6,044   | (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  |                                      |  |                                |   | (1) 02/09/2020   | Common Stock  | 5,952                         |
| Incentive Stock                                      | \$ 16.69   |                                      |  |                                |   | (1) 08/19/2018   | Common Stock  | 2,926                         |



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(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.

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