

INSTEEL INDUSTRIES INC
 Form 5
 October 23, 2013

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GAZMARIAN MICHAEL C
 (Last) (First) (Middle)

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

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

1373 BOGGS DR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and CFO

MOUNT AIRY, NC 27030
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	09/20/2013	Â	G	3,750 D \$ 0	130,133	D	Â
Common Stock (Restricted Stock Units)	Â	Â	Â	Â Â Â Â	32,099	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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)	\$ 17.22	Â	Â	Â	Â Â Â (1)	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45	Â	Â	Â	Â Â Â (1)	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23	Â	Â	Â	Â Â Â (1)	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06	Â	Â	Â	Â Â Â (1)	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72	Â	Â	Â	Â Â Â (1)	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43	Â	Â	Â	Â Â Â (1)	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	Â	Â	Â	Â Â Â (1)	02/09/2020	Common Stock	14,881

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Incentive Stock Option (Right to Buy)	\$ 9.16	Â	Â	Â	Â	Â	Â	Â (1)	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy)	\$ 11.6	Â	Â	Â	Â	Â	Â	Â (1)	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55	Â	Â	Â	Â	Â	Â	Â (1)	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	Â	Â	Â	Â	Â	Â	Â (1)	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	Â	Â	Â	Â	Â	Â	Â (1)	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	Â	Â	Â	Â	Â	Â	Â (1)	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	Â	Â	Â	Â	Â	Â	Â (1)	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	Â	Â	Â	Â	Â	Â	Â (1)	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	Â	Â	Â	Â	Â	Â	Â (1)	02/14/2016	Common Stock	4,080
	\$ 9.12	Â	Â	Â	Â	Â	Â	Â (1)	03/04/2015		5,301

Incentive Stock Option (Right to Buy)										Common Stock	
Incentive Stock Option (Right to Buy)	\$ 6.89	^	^	^	^	^	^	^ (1)	07/26/2015	Common Stock	3,430

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	10/23/2013
**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 provided 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.