

INSTEEL INDUSTRIES INC
 Form 4
 February 13, 2014

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 *

WOLTZ H O III

 (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)

02/12/2014

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)
 Chairman, President and CEO

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	(D)	Price
Common Stock (Restricted Stock Units)	02/12/2014		A		7,862	A	\$ 0
Common Stock					507,259	D	
Common Stock					360,830	I	co-trustee of trusts established by Howard O. Woltz, Jr.

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Common Stock <u>(2)</u>	8,513	I	co-executor of Howard O. Woltz, Jr. Estate
Common Stock <u>(2)</u>	21,222	I	Custodial account for minor child

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock (Right to Buy)	\$ 19.08	02/12/2014		A	21,645	<u>(1)</u> 02/12/2024		Common Stock	21,645
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022		Common Stock	10,989
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u> 02/21/2022		Common Stock	8,251
Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u> 08/08/2021		Common Stock	20,619
Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u> 02/08/2021		Common Stock	17,065

Stock Option (Right to Buy)	\$ 17.22	(1)	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	(1)	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26	(1)	08/14/2016	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64	(1)	02/14/2016	Common Stock	9,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLTZ H O III 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	X		Chairman, President and CEO	

Signatures

James F. Petelle for H. O.
Woltz III

02/13/2014

__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.

In addition to the gifts on November 3 and November 30, 2011, this Form also reflects the beneficial interest H. O. Woltz III is deemed to hold in the estate of his father, Howard O. Woltz, Jr., and in three trusts established by his father, following the death of his father on

(2) January 2, 2011. Mr. Woltz III disclaims beneficial interest in the shares held in the estate and in trust, except to the extent of his pecuniary interest therein.

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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