Edgar Filing: JOHNSON FRANCES H - Form 4

	FRANCES H										
Form 4	2006										
February 08.									OM	B APPROVAL	
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-028			
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio	ger STATEM 16. or Filed pure	ENT OF (CHAN	GES IN SECUR 6(a) of th	F Estimat burden respons	Expires: January 31 2005 Estimated average burden hours per response 0.5					
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u></u> JOHNSON FRANCES H			2. Issuer Name and Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]				-	5. Relationship of Reporting Person(s) to Issuer[] (Check all appliashla)			
(Last) (First) (Middle) 1373 BOGGS DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2006					X Director 10% Owner Officer (give title below) 10% Owner (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MOUNT A	IRY, NC 27030							Form filed by Person	y More than Or	ne Reporting	
(City)	(State)	(Zip)	Table	e I - Non-D) erivative	Secui	rities A	cquired, Disposed	l of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer Month/Day/Year) Execution any (Month/I		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesOvBeneficiallyForOwned(DFollowingInReported(InTransaction(s)In	6. Ownership Form: Direc (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)		
Common Stock	02/07/2006			Code V M	Amount 2,000	(D) A	Price \$7	(Instr. 3 and 4) 57,888	D		
Common Stock								1,764	Ι	Restricted	
Common Stock								618,263	Ι	by Corporation	

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. Transactio Code (Instr. 8)	5. Number prof 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 7	02/07/2006		М	2,000	02/13/1996	02/13/2006	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON FRANCES H 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	Х						
Signatures							
By: Gary D. Kniskern For: Frances H. Johnson			02/08/2006				
**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) Exercise of non qualified stock option

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.