

INSTEEL INDUSTRIES INC

Form 4

August 24, 2015

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jafroodi Scot R

(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)

08/21/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	08/21/2015		F	865	D \$ 18 19,053	D	
Common Stock (Restricted Stock Units)					8,827	D	

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

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SEC 1474  
(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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Optin (Right to Buy)	\$ 18.05					<u>(1)</u>	08/17/2025	Common Stock	4,211	
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	3,548	
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock	3,890	
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock	3,968	
Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u>	08/12/2023	Common Stock	3,957	
Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u>	02/12/2023	Common Stock	3,835	
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u>	08/21/2022	Common Stock	6,044	
Stock Option	\$ 13.06					<u>(1)</u>	02/21/2022	Common Stock	4,538	

(Right to Buy)						
Incentive Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	5,670	
Incentive Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	4,693	
Incentive Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	6,180	
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	<u>(1)</u>	02/09/2020	Common Stock	5,952	
Incentive Stock Option (right to buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	2,926	
Incentive Stock Option (Right to Buy)	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	4,393	
Incentive Stock Option (right to buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	5,278	
Incentive Stock Option (right to buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	5,978	
Incentive Stock	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	2,639	

Option  
(right to  
buy)

Incentive  
Stock

Option \$ 20.27  
(right to  
buy)

(1)

08/13/2017

Common  
Stock

2,178

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafroodi Scot R 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Chief Accounting Officer	

## Signatures

James F. Petelle for Scot R.  
Jafroodi

08/24/2015

          \*\*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 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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