

INSTEEL INDUSTRIES INC

Form 4

November 04, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)

11/02/2015

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)

Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2015		M	2,532 A	\$ 15.64 21,585	D	
Common Stock	11/02/2015		S	2,532 D	\$ 21.454 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.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 15.64	11/02/2015		M		2,532		<u>(1)</u>	02/14/2016	Common Stock	2,532
Stock Option (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
	\$ 10.23							<u>(1)</u>	08/21/2022		6,044

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Stock Option (Right to Buy)					Common Stock	
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	4,538	
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	
	\$ 7.55	<u>(1)</u>	02/10/2019		5,978	

Incentive Stock Option (right to buy)					Common Stock	
Incentive Stock Option (right to buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock		2,639
Incentive Stock Option (right to buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock		2,178

## Reporting Owners

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

## Signatures

James F. Petelle for Scot R.  
Jafrودي  
11/04/2015

\_\_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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