

INSTEEL INDUSTRIES INC

Form 4

November 19, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

11/06/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/06/2015		G		1,550	D	\$ 0	562,077	D	
Common Stock	11/10/2015		G		200	D	\$ 0	561,877	D	
Common Stock	11/17/2015		M		8,532	A	\$ 12.43	570,409	D	
Common Stock	11/17/2015		M		9,144	A	\$ 15.64	579,553	D	
Common Stock	11/17/2015		M		16,501	A	\$ 13.06	596,054	D	

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

Common Stock	11/17/2015	M	10,309	A	\$ 10.72	606,363	D	
Common Stock	11/17/2015	M	21,978	A	\$ 10.23	628,341	D	
Common Stock	11/17/2015	F	32,842	D	\$ 23.84	595,499	D	
Common Stock	11/18/2015	S	2,250	D	\$ 24.13	593,249	D	
Common Stock	11/19/2015	S	7,300	D	\$ 24.16	585,949	D	
Common Stock	11/19/2015	S	5,800	D	\$ 24.22	580,149	D	
Common Stock	11/19/2015	S	5,000	D	\$ 24.4	575,149	D	
Common Stock (Restricted Stock Units)						48,150	D	
Common Stock						177,822	I	Co-trustee of trusts for the benefit of children of H. O. Woltz III and Edwin M Woltz
Common Stock						81,222	I	co-trustee of Woltz Foundation
Common Stock						130,452	I	Co-trustee of trusts created by estate of Howard O. Woltz Jr.

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 10.23	11/17/2015		M		21,978		<u>(1)</u>	08/21/2022	Common Stock	21,978	
Stock Option (Right to Buy)	\$ 10.72	11/17/2015		M		10,309		<u>(1)</u>	08/08/2021	Common Stock	10,309	
Stock Option (Right to Buy)	\$ 13.06	11/17/2015		M		16,501		<u>(1)</u>	02/21/2022	Common Stock	16,501	
Stock Option (Right to Buy)	\$ 15.64	11/17/2015		M		9,144		<u>(1)</u>	02/14/2016	Common Stock	9,144	
Stock Option (Right to Buy)	\$ 12.43	11/17/2015		M		8,532		<u>(1)</u>	02/08/2021	Common Stock	8,532	
Stock Option (Right to Buy)	\$ 18.05							<u>(1)</u>	08/17/2025	Common Stock	22,971	
Stock Option (Right to Buy)	\$ 21.96							<u>(1)</u>	02/17/2025	Common Stock	19,355	
Common Stock (Right to Buy)	\$ 20.5							<u>(1)</u>	08/12/2024	Common Stock	21,216	
Common Stock (Right to Buy)	\$ 19.08							<u>(1)</u>	02/12/2024	Common Stock	21,645	

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

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

11/19/2015

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 one 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.

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.