

INSTEEL INDUSTRIES INC

Form 4

December 08, 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 \*  
PETELLE JAMES F

(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)

12/07/2015

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 \_\_\_\_ Other (specify  
below) below)

Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2015		M	1,278	A \$ 11.15	12,421	D
Common Stock (Restricted Stock Units)						12,038	D

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

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information contained in this form are not  
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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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	\$ 11.15	12/07/2015		M	1,278	<u>(1)</u>	02/19/2018	Common Stock	1,278	
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u>	08/21/2022	Common Stock	1,832	
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u>	02/21/2022	Common Stock	318	
Stock Option (Right to Buy)	\$ 18.05					<u>(1)</u>	08/17/2025	Common Stock	5,743	
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	4,839	
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock	5,304	
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock	5,411	
Incentive Stock Option	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock	4,808	

(Right to  
Buy)

Incentive  
Stock

Option \$ 17.22

(Right to  
Buy)

(1)

08/12/2023

Common  
Stock

5,396

Incentive  
Stock

Option \$ 16.45

(Right to  
Buy)

(1)

02/12/2023

Common  
Stock

5,230

Incentive  
Stock

Option \$ 12.43

(Right to  
Buy)

(1)

02/08/2021

Common  
Stock

4,693

Incentive  
Stock

Option \$ 16.69

(Right to  
Buy)

(1)

08/19/2018

Common  
Stock

2,926

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
PETELLE JAMES F 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

## Signatures

James F. Petelle 12/08/2015

\_\_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.

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