INSTEEL INDUSTRIES INC

Form 4

August 15, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

10% Owner

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

INSTEEL INDUSTRIES INC [IIIN]

Symbol

1(b).

(Print or Type Responses)

WOLTZ HOIII

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

•		08/12/20		below)	_X_ Officer (give title Other (specify			
			endment, Date Original nth/Day/Year)	6. Individual or Applicable Line)	6. Individual or Joint/Group Filing(Check			
MOUNT A	IRY, NC 27030	I neu(won	minDay, real)	_X_ Form filed b	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State) (Zip) Table	e I - Non-Derivative Securitie	Acquired, Disposed	of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 08/12/2016	2A. Deemed Execution Date, if any (Month/Day/Year)	M 2 123 A \$		6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)			
Common Stock			24	51,294	Trustee of trusts for the benefit of children of H. O. Woltz III			
Common Stock				120,452	I Co-trustee of Trusts created by Estate of			

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		J	· ·								
									Howard (Woltz, Jr.		
Common Stock							81,222	I	co-trustee Woltz Foundation		
Common Stock											
(Restricted Stock Units)	1						40,932	D			
Reminder: Re	eport on a sep	arate line for each clas	ss of securities benefi	cially owne	ed dire	ctly or in	directly.				
				informa require	ation d to r s a c	contain espond	nd to the coled in this for unless the valid OMB o	rm are not form	SEC 1474 (9-02)		
			tive Securities Acquuts, calls, warrants,					ned			
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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	orities uired or osed of r. 3, 4,	tive Expiration Date (Month/Day/Year) of		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)	\$ 20.26	08/12/2016		M		2,123	<u>(1)</u>	08/14/2016	Common Stock	2,123	
Stock Option (Right to Buy)	\$ 34.49						<u>(1)</u>	08/11/2026	Common Stock	12,965	
Stock Option (Right to Buy)	\$ 21.96						<u>(1)</u>	02/17/2025	Common Stock	6,452	
Common Stock (Right to	\$ 20.5						<u>(1)</u>	08/12/2024	Common Stock	7,072	

(Right to Buy)

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Stock Option (Right to Buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	10,995
Common Stock (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	14,430
Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	14,389
Stock Option (Right to Buy)	\$ 23.95	<u>(1)</u>	02/11/2026	Common Stock	17,261
Stock Option (Right to Buy)	\$ 18.05	(1)	08/17/2025	Common Stock	22,971

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
WOLTZ H O III 1373 BOGGS DRIVE	X		Chairman, President and CEO			
MOUNT AIRY, NC 27030			,			

Signatures

James F. Petelle for H. O. Woltz III 08/15/2016

**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.

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