INSTEEL INDUSTRIES INC

Form 4

August 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wagner Richard			2. Issuer Name and Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)			
1373 BOGGS DRIVE			(Month/Day/Year) 08/17/2016	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MOUNT AIRY, NC 27030			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	08/17/2016		Code V M	Amount 543	(D)	Price \$ 17.22	· ·	D	
Common Stock	08/17/2016		M	3,241	A	\$ 20.5	86,784	D	
Common Stock	08/17/2016		M	3,510	A	\$ 18.05	90,294	D	
Common Stock	08/17/2016		F	5,628	D	\$ 33.87	84,666	D	
Common Stock	08/18/2016		M	2,754	A	\$ 17.22	87,420	D	

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Common Stock	08/18/2016	S	4,420	D	\$ 33.864	83,000	D
Common Stock (Restricted Stock Units)						18,761	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. Transactic Code (Instr. 8)	5. Number stion of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities 1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Optioon (Right to Buy)	\$ 17.22	08/17/2016		M		3,297	<u>(1)</u>	08/12/2023	Common Stock	3,297
Stock Option (Right to Buy)	\$ 20.5	08/17/2016		M		3,241	<u>(1)</u>	08/12/2024	Common Stock	3,241
Stock Option (Right to Buy)	\$ 18.05	08/17/2016		M		3,510	<u>(1)</u>	08/17/2025	Common Stock	3,510
Stock Option (Right to Buy)	\$ 34.49						<u>(1)</u>	08/11/2026	Common Stock	5,942
Stock Option (Right to	\$ 23.95						<u>(1)</u>	02/11/2026	Common Stock	7,911

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Buy)					
Stock Option (Right to Buy)	\$ 21.96	<u>(1)</u>	02/17/2025	Common Stock	2,957
Stock Option (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	6,614

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wagner Richard

1373 BOGGS DRIVE Vice President

MOUNT AIRY, NC 27030

Signatures

James F. Petelle for Richard T.
Wagner

08/19/2016

**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.

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