

Wagner Richard
Form 4
August 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wagner Richard

(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)

08/17/2018

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 below) ___ Other (specify 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/17/2018		F		1,051	D	\$ 40.58
Common Stock	08/20/2018		M		2,459	A	\$ 26.75
Common Stock	08/20/2018		M		2,637	A	\$ 23.95
Common Stock	08/20/2018		M		3,241	A	\$ 20.5
Common Stock	08/20/2018		M		2,957	A	\$ 21.96
							32,353
							34,812
							37,449
							40,690
							43,647

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Common Stock	08/20/2018	M	7,018	A	\$ 18.05	50,665	D	
Common Stock	08/20/2018	F	12,286	D	\$ 39.83	38,379	D	
Common Stock (Restricted Stock Units)						13,248	D	
Common Stock						1,700	I	Held in 401(K) Account

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

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SEC 1474
(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.05	08/20/2018		M	7,018	(1) 08/17/2025	Common Stock	7,018	
Stock Option (Right to Buy)	\$ 20.5	08/20/2018		M	3,241	(1) 08/12/2024	Common Stock	3,241	
Stock Option (Right to Buy)	\$ 26.75	08/20/2018		M	2,459	(1) 08/07/2027	Common Stock	2,459	
Stock Option	\$ 23.95	08/20/2018		M	2,637	(1) 02/11/2026	Common Stock	2,637	

(Right to Buy)

Stock Option (Right to Buy)	\$ 21.96	08/20/2018		M	2,957	(1)	02/17/2025	Common Stock	2,957
Stock Option (Right to Buy)	\$ 41.85					(1)	08/13/2028	Common Stock	4,828
Stock Option (Right to Buy)	\$ 29.69					(1)	02/23/2028	Common Stock	6,573
Stock Option (Right to Buy)	\$ 37.06					(1)	02/07/2027	Common Stock	5,033
Stock Option (Right to Buy)	\$ 34.49					(1)	08/11/2026	Common Stock	5,942

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

Signatures

James F. Petelle for Richard T. Wagner
 08/21/2018
 **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.