

WOLTZ H O III  
Form 4  
February 11, 2009

**FORM 4**

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

OMB APPROVAL

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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

(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)  
02/10/2009

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)  
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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 11/25/2008                           |  | G                              | V   | 3,529   | D  | \$ 0 395,358  |
| Common Stock                    | 12/17/2008                           |  | G                              | V   | 250   | D  | \$ 0 395,108  |
| Common Stock <sup>(1)</sup>     | 02/10/2009                           |  | A                              |   | 19,868  | A  | \$ 0 414,976  |
| Common Stock                    |                                      |  |                                |   |   |  | 48,419 I Custodial Account                                      |
| Common Stock                    |                                      |  |                                |   |   |  | 47,913.1128 I Restricted  |

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Common Stock 3,270 I by Children

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Incentive Stock Option (right to buy)      | \$ 7.55  | 02/10/2009                           |  | A                              | V 10,870  | (2) 02/10/2019   | Common Stock  | 10                         |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 7.55  | 02/10/2009                           |  | A                              | V 21,739  | (2) 02/10/2019   | Common Stock  | 21                         |                            |
| Incentive Stock Option (right to buy)      | \$ 6.89  |                                      |  |                                |   | 07/26/2006 07/26/2015                                    | Common Stock  | 11                         |                            |
| Incentive Stock Option (right to buy)      | \$ 9.12  |                                      |  |                                |   | (2) 03/04/2015   | Common Stock  | 17                         |                            |
| Incentive Stock Option (right to buy)      | \$ 11.15   |                                      |  |                                |   | (2) 02/19/2018   | Common Stock  | 28                         |                            |
| Incentive Stock Option (right to buy)      | \$ 15.64   |                                      |  |                                |   | 02/14/2007 02/14/2016                                    | Common Stock  | 5                          |                            |
| Incentive Stock Option (right to buy)      | \$ 17.11   |                                      |  |                                |   | (2) 02/13/2017   | Common Stock  | 5                          |                            |
| Incentive Stock Option (right to buy)      | \$ 20.26   |                                      |  |                                |   | 08/14/2007 08/14/2016                                    | Common Stock  | 2                          |                            |

|   |          |     |            |              |                |
|---|----------|-----|------------|--------------|----------------|
| Incentive Stock Option (right to buy)     | \$ 20.27 | (2) | 08/13/2017 | Common Stock | 8              |
| Non-Qualified Stock Option (right to buy) | \$ 15.64 |     | 02/14/2007 | 02/14/2016   | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) | \$ 16.69 | (2) | 08/19/2018 | Common Stock | 15             |
| Non-Qualified Stock Option (right to buy) | \$ 17.11 | (2) | 02/13/2017 | Common Stock | 9              |
| Non-Qualified Stock Option (right to buy) | \$ 20.26 |     | 08/14/2007 | 08/14/2016   | Common Stock 4 |
| Non-Qualified Stock Option (right to buy) | \$ 20.27 | (2) | 08/13/2017 | Common Stock | 10             |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| WOLTZ H O III<br>1373 BOGGS DRIVE<br>MOUNT AIRY, NC 27030 | X             |           | President and CEO |       |

## Signatures

By: James F. Petelle For: H. O. Woltz III  
02/11/2009

\_\_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) Restricted Stock Units

(2) options vest 1/3 annually beginning 1 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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