INSTEEL INDUSTRIES INC

Form 4

February 24, 2015

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 **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per 0.5 response...

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLTZ H O III					Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			Symbol INSTEEL INDUSTRIES INC [IIIN] 3. Date of Earliest Transaction			(Check all applicable)					
1373 BOGGS DRIVE			(Month/Day/Year) 02/21/2015			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MOUNT AIRY, NC 27030						Form filed by More than One Reporting Person					
	(City)	(State)	(Zip)	Table	e I - Non-Do	erivative Securities Acq	uired, Disposed	of, or Benefic	ially Owned		
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	ion Date, if	Code	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial		

	,						Person		
(City)	(State) (Z	Cip) Table	I - Non-De	erivative S	Securities	s Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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	02/21/2015		F	3,531	D \$ 2	21.5	553,472	D	
Common Stock (Restricted Stock Units)							54,503	D	
Common Stock							177,822	I	Co-trustee of trusts for the benefit of children of H. O. Woltz III

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

			and Edwin M Woltz
Common Stock	81,222	I	co-trustee of Woltz Foundation
Common Stock	130,452	I	Co-trustee of trusts created by estate of Howard O. Woltz Jr.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. onNumber 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. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	19,355	
Common Stock (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock	21,216	
Common Stock (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock	21,645	
	\$ 10.23					<u>(1)</u>	08/21/2022		21,978	

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	16,501
Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	10,309
Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	8,532
Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26	<u>(1)</u>	08/14/2016	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64	<u>(1)</u>	02/14/2016	Common Stock	9,144

Reporting Owners

Reporting Owner Name / Address Relationships

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 02/24/2015

**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. 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.

Reporting Owners 4