

PETELLE JAMES F
Form 4/A
August 23, 2012

FORM 4

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

OMB APPROVAL

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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 *
PETELLE JAMES F

(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)
08/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
08/22/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Restricted Stock Units)	08/21/2012		A		3,666	A	\$ 0
Common Stock					6,467	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. 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
Stock Option (Right to Buy)	\$ 10.23	08/21/2012		A	8,427	(1) 08/21/2022	Common Stock	8,427
Stock Option (Right to Buy)	\$ 13.06					(1) 02/21/2022	Common Stock	6,188
Incentive Stock Option (Right to Buy)	\$ 10.72					(1) 08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 7.55					(1) 02/10/2019	Common Stock	1,100
Incentive Stock Option (Right to Buy)	\$ 12.43					(1) 02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16					(1) 08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy)	\$ 9.39					(1) 02/09/2020	Common Stock	5,952

Buy) (Common Stock)						
Incentive Stock Option (Right to Buy)	\$ 11.6	(1)	08/10/2019	Common Stock	4,393	
Incentive Stock Option (Right to Buy)	\$ 11.15	(1)	02/19/2018	Common Stock	5,278	
Incentive Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	2,926	
Incentive Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	2,639	
Incentive Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	2,178	

Reporting Owners

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

Signatures

James F. Petelle 08/23/2012
 **Signature of Date
 Reporting Person

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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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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