

INSTEEL INDUSTRIES INC
 Form 4
 February 20, 2015

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 *
GAZMARIAN MICHAEL C

(Last) (First) (Middle)
 1373 BOGGS DR
 (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)
 02/18/2015

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)
 Vice President and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/18/2015		M		2,609 A \$ 9.12	136,655	D
Common Stock	02/18/2015		S		2,609 D \$ 21.731	134,046	D
Common Stock	02/19/2015		M		2,692 A \$ 9.12	136,738	D
Common Stock	02/19/2015		M		3,430 A \$ 6.89	140,168	D
Common Stock	02/19/2015		S		6,122 D \$ 21.593	134,046	D

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Common
Stock
(Restricted
Stock Units)

30,243 D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 9.12	02/18/2015		M	2,609	<u>(1)</u> 03/04/2015	Common Stock	2,609
Incentive Stock Option (Right to Buy)	\$ 9.12	02/19/2015		M	2,692	<u>(1)</u> 03/04/2015	Common Stock	2,692
Incentive Stock Option (Right to Buy)	\$ 6.89	02/19/2015		M	3,430	<u>(1)</u> 07/26/2015	Common Stock	3,430
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u> 02/17/2025	Common Stock	8,871
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u> 08/12/2024	Common Stock	9,724

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Buy)						
Stock Option (Right to Buy)	\$ 19.08		<u>(1)</u>	02/12/2024	Common Stock	9,921
Stock Option (Right to Buy)	\$ 17.22		<u>(1)</u>	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45		<u>(1)</u>	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23		<u>(1)</u>	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06		<u>(1)</u>	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72		<u>(1)</u>	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43		<u>(1)</u>	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39		<u>(1)</u>	02/09/2020	Common Stock	14,881
Incentive Stock Option (Right to Buy)	\$ 9.16		<u>(1)</u>	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy)	\$ 11.6		<u>(1)</u>	08/10/2019	Common Stock	10,982

Incentive Stock Option (Right to Buy)	\$ 7.55	(1)	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	(1)	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	(1)	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	(1)	02/14/2016	Common Stock	4,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAZMARIAN MICHAEL C 1373 BOGGS DR MOUNT AIRY, NC 27030			Vice President and CFO	

Signatures

James F. Petelle for Michael C.
Gazmarian

02/20/2015

__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.

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