

INSTEEL INDUSTRIES INC
 Form 4
 February 26, 2016

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

2. Issuer Name and Ticker or Trading Symbol
 INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1373 BOGGS DR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2016

____ Director
 Officer (give title below) _____ Other (specify below)
 Vice President and CFO

MOUNT AIRY, NC 27030
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/25/2016 | | M | 10,164 | A \$ 10.23 | 147,900 | D |
| Common Stock | 02/25/2016 | | M | 9,449 | A \$ 10.72 | 157,349 | D |
| Common Stock | 02/25/2016 | | M | 7,319 | A \$ 12.43 | 164,668 | D |
| Common Stock | 02/25/2016 | | M | 7,507 | A \$ 13.06 | 172,175 | D |
| Common Stock | 02/25/2016 | | S | 34,439 | D \$ 25.762 | 137,736 | D |

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Common
Stock
(Restricted
Stock
Units) 20,760 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Stock Option (Right to Buy) | \$ 10.23 | 02/25/2016 | | M | | 10,164 | (1) | 08/21/2022 | Common Stock 10,164 |
| Stock Option (Right to Buy) | \$ 10.72 | 02/25/2016 | | M | | 9,449 | (1) | 08/08/2021 | Common Stock 9,449 |
| Stock Option (Right to Buy) | \$ 12.43 | 02/25/2016 | | M | | 7,319 | (1) | 02/08/2021 | Common Stock 7,319 |
| Stock Option (Right to Buy) | \$ 13.06 | 02/25/2016 | | M | | 7,507 | (1) | 02/21/2022 | Common Stock 7,507 |
| Incentive Stock Option (Right to Buy) | \$ 9.16 | | | | | | (1) | 08/09/2020 | Common Stock 10,299 |
| | \$ 11.6 | | | | | | (1) | 08/10/2019 | 7,321 |

| Incentive Stock Option (Right to Buy) | | | | Common Stock | |
|---------------------------------------|----------|-----|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 23.95 | (1) | 02/11/2026 | Common Stock | 7,911 |
| Stock Option (Right to Buy) | \$ 18.05 | (1) | 08/17/2025 | Common Stock | 10,528 |
| Stock Option (Right to Buy) | \$ 21.96 | (1) | 02/17/2025 | Common Stock | 8,871 |
| Stock Option (Right to Buy) | \$ 20.5 | (1) | 08/12/2024 | Common Stock | 9,724 |
| Stock Option (Right to Buy) | \$ 19.08 | (1) | 02/12/2024 | Common Stock | 9,921 |
| Stock Option (Right to Buy) | \$ 17.22 | (1) | 08/12/2023 | Common Stock | 9,892 |
| Stock Option (Right to Buy) | \$ 16.45 | (1) | 02/12/2023 | Common Stock | 9,589 |

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

02/26/2016

__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.

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