

INSTEEL INDUSTRIES INC
 Form 5/A
 October 30, 2014

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WOLTZ H O III
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

1373 BOGGS DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
10/01/2014

6. Individual or Joint/Group Reporting (check applicable line)

MOUNT AIRY, NC 27030

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	Amount (A) or Price (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2014	Â	G5	250 D	\$ 0	545,518	D	Â
Common Stock ⁽¹⁾	05/07/2014	Â	W5	31,005 A	\$ 0	545,518	D	Â
Common Stock	08/13/2014	Â	G5	80 D	\$ 0	545,518	D	Â
Common Stock	09/18/2014	Â	G5	2,100 D	\$ 0	545,518	D	Â

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Common Stock <u>(1)</u> <u>(3)</u>	05/07/2014	Â	W5	2,841	A	\$ 0	177,822	I	Co-trustee of trusts for the benefit of children of H. O. Woltz III and Edwin M Woltz
Common Stock <u>(1)</u>	05/07/2014	Â	W5	8,513	D	\$ 0	0	I	co-executor of Howard O. Woltz, Jr. Estate
Common Stock <u>(3)</u>	09/12/2014	Â	G5	3,910	D	\$ 0	81,222	I	co-trustee of Woltz Foundation
Common Stock <u>(3)</u>	Â	Â	Â	Â	Â	Â	130,452	I	Co-trustee of trusts created by estate of Howard O. Woltz Jr.
Common Stock (Restricted Stock Units)	Â	Â	Â	Â	Â	Â	59,157	D	Â

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

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SEC 2270
(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. 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
Common	\$ 20.5	Â	Â	Â	Â (A) Â (D)	Â <u>(2)</u> 08/12/2024	Common	21,216

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Stock (Right to Buy)											Stock
Common Stock (Right to Buy)	\$ 19.08	Â	Â	Â	Â	Â	Â	Â (2)	02/12/2024	Common Stock	21,645
Stock Option (Right to Buy)	\$ 10.23	Â	Â	Â	Â	Â	Â	Â (2)	08/21/2022	Common Stock	21,978
Stock Option (Right to Buy)	\$ 13.06	Â	Â	Â	Â	Â	Â	Â (2)	02/21/2022	Common Stock	16,501
Stock Option (Right to Buy)	\$ 10.72	Â	Â	Â	Â	Â	Â	Â (2)	08/08/2021	Common Stock	10,309
Stock Option (Right to Buy)	\$ 12.43	Â	Â	Â	Â	Â	Â	Â (2)	02/08/2021	Common Stock	8,532
Stock Option (Right to Buy)	\$ 17.22	Â	Â	Â	Â	Â	Â	Â (2)	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	Â	Â	Â	Â	Â	Â	Â (2)	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	Â	Â	Â	Â	Â	Â	Â (2)	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	Â	Â	Â	Â	Â	Â	Â (2)	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	Â	Â	Â	Â	Â	Â	Â (2)	08/13/2017	Common Stock	11,878
Stock Option	\$ 20.26	Â	Â	Â	Â	Â	Â	Â (2)	08/14/2016	Common Stock	6,369

