INSTEEL INDUSTRIES INC

Form 4

August 18, 2015

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

Expires: January 31, 2005

OMB APPROVAL

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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(b).

(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 [IIIN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1373 BOGGS DR			3. Date of Earliest Transaction (Month/Day/Year) 08/17/2015				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below)			
(Street) MOUNT AIRY, NC 27030			4. If Amendment, Date Original Filed(Month/Day/Year)				Vice President and CFO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	rivative Se	curiti	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu	eemed ation Date, if th/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D)	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)
Stock (Restricted Stock Units)	08/17/2015			A	3,809	A	\$0	28,788	D	
Common Stock								137,692	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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.05	08/17/2015		A	10,528		<u>(1)</u>	08/17/2025	Common Stock	10,528
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
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
	\$ 10.72						<u>(1)</u>	08/08/2021		14,175

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Stock Option (Right to Buy)				Common Stock	
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	(1)	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	6,598
	\$ 20.27	(1)	08/13/2017		5,444

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Incentive Stock Option (Right to Buy)				Common Stock	
Incentive Stock Option (Right to Buy)	\$ 20.26	<u>(1)</u>	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	<u>(1)</u>	02/14/2016	Common Stock	4,080

Deletionships

Reporting Owners

Reporting Owner Name / Address		Kelationships		
	Director	10% Owner	Officer	Other

GAZMARIAN MICHAEL C 1373 BOGGS DR

Vice President and CFO

MOUNT AIRY, NC 27030

Signatures

James F. Petelle for Michael C.
Gazmarian

08/18/2015

**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.

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