

WOLTZ H O III
Form 4/A
February 22, 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 *
WOLTZ H O III

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 DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

MOUNT AIRY, NC 27030

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/13/2012

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	(D)	Price
Common Stock (Restricted Stock Units)	02/21/2012		A		11,485	A	\$ 0
Common Stock					444,587	D	
Common Stock <u>(2)</u>					8,513	I	co-executor of Howard O. Woltz, Jr. Estate
					365,130	I	

Common Stock <u>(2)</u>								co-trustee of trusts established by Howard O. Woltz, Jr.
Common Stock <u>(2)</u>					21,222	I		Custodial account for minor child

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 13.06	02/21/2012		A	24,752	<u>(1)</u>	02/21/2022	Common Stock	24,752
Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock	30,928
Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u>	02/08/2021	Common Stock	25,597
Stock Option (Right to Buy)	\$ 9.16					<u>(1)</u>	08/09/2020	Common Stock	33,708
Stock Option (Right to	\$ 9.39					<u>(1)</u>	02/09/2020	Common Stock	32,468

Buy)						
Stock Option (Right to Buy)	\$ 11.6		<u>(1)</u>	08/10/2019	Common Stock	23,962
Stock Option (Right to Buy)	\$ 7.55		<u>(1)</u>	02/10/2019	Common Stock	32,609
Stock Option (Right to Buy)	\$ 11.15		<u>(1)</u>	02/19/2018	Common Stock	28,791
Stock Option (Right to Buy)	\$ 16.69		<u>(1)</u>	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11		<u>(1)</u>	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27		<u>(1)</u>	08/13/2017	Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26		<u>(1)</u>	08/14/2016	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64		<u>(1)</u>	02/14/2016	Common Stock	9,144
Stock Option (Right to Buy)	\$ 9.12		<u>(1)</u>	03/04/2015	Common Stock	17,826
Stock Option (Right to Buy)	\$ 6.89		<u>(1)</u>	07/26/2015	Common Stock	11,532

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

WOLTZ H O III
1373 BOGGS DRIVE
MOUNT AIRY, NC 27030

X

Chairman, President and CEO

Signatures

James F. Petelle for H. O.
Woltz III

02/22/2012

__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.

- In addition to the gifts on November 3 and November 30, 2011, this Form also reflects the beneficial interest H. O. Woltz III is deemed to hold in the estate of his father, Howard O. Woltz, Jr., and in three trusts established by his father, following the death of his father on January 2, 2011. Mr. Woltz III disclaims beneficial interest in the shares held in the estate and in trust, except to the extent of his pecuniary interest therein.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.