

Jafroodi Scot R  
Form 4  
May 20, 2013

**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 \*  
Jafroodi Scot R

(Last) (First) (Middle)

5532 GARDEN PARK LANE

(Street)

WINSTON SALEM, NC 27106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INSTEEL INDUSTRIES INC [IIN]

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

05/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/17/2013		S	1,000 D \$ 18.302	10,804	D	
Common Stock (Restricted Stock Units)					14,245	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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**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. Price or Value 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)	\$ 16.45					<u>(1)</u> 02/12/2023	Common Stock	3,835	
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022	Common Stock	6,044	
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u> 02/21/2022	Common Stock	4,538	
Incentive Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u> 08/08/2021	Common Stock	5,670	
Incentive Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u> 02/08/2021	Common Stock	4,693	
Incentive Stock Option (Right to Buy)	\$ 9.16					<u>(1)</u> 08/09/2020	Common Stock	6,180	
Incentive Stock Option (Right to Buy)	\$ 9.39					<u>(1)</u> 02/09/2020	Common Stock	5,952	

Buy) (Common Stock)					
Incentive Stock Option (right to buy)	\$ 16.69	(1)	08/19/2018	Common Stock	2,926
Incentive Stock Option (Right to Buy)	\$ 11.6	(1)	08/10/2019	Common Stock	4,393
Incentive Stock Option (right to buy)	\$ 11.15	(1)	02/19/2018	Common Stock	5,278
Incentive Stock Option (right to buy)	\$ 7.55	(1)	02/10/2019	Common Stock	5,978
Incentive Stock Option (right to buy)	\$ 17.11	(1)	02/13/2017	Common Stock	2,639
Incentive Stock Option (right to buy)	\$ 20.27	(1)	08/13/2017	Common Stock	2,178

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafroodi Scot R 5532 GARDEN PARK LANE WINSTON SALEM, NC 27106			Chief Accounting Officer	

## Signatures

James F. Petelle for Scot R.  
Jafroodi

05/20/2013

