

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

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

MOUNT AIRY, NC 27030

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and CFO

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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