

WOLTZ H O III  
Form 4  
February 11, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Last) (First) (Middle)  
1373 BOGGS DRIVE  
(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)  
02/10/2009

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)  
President and CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	11/25/2008		G	V	3,529	D	\$ 0	395,358	D
Common Stock	12/17/2008		G	V	250	D	\$ 0	395,108	D
Common Stock <sup>(1)</sup>	02/10/2009		A		19,868	A	\$ 0	414,976	D
Common Stock								48,419	I Custodial Account
Common Stock								47,913.1128	I Restricted

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Common Stock 3,270 I by Children

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.55	02/10/2009		A	V 10,870	(2) 02/10/2019	02/10/2019	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 7.55	02/10/2009		A	V 21,739	(2) 02/10/2019	02/10/2019	Common Stock	21
Incentive Stock Option (right to buy)	\$ 6.89					07/26/2006	07/26/2015	Common Stock	11
Incentive Stock Option (right to buy)	\$ 9.12					(2)	03/04/2015	Common Stock	17
Incentive Stock Option (right to buy)	\$ 11.15					(2)	02/19/2018	Common Stock	28
Incentive Stock Option (right to buy)	\$ 15.64					02/14/2007	02/14/2016	Common Stock	5
Incentive Stock Option (right to buy)	\$ 17.11					(2)	02/13/2017	Common Stock	5
Incentive Stock Option (right to buy)	\$ 20.26					08/14/2007	08/14/2016	Common Stock	2

Incentive Stock Option (right to buy)	\$ 20.27	(2)	08/13/2017	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 15.64		02/14/2007 02/14/2016	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 16.69	(2)	08/19/2018	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 17.11	(2)	02/13/2017	Common Stock	9
Non-Qualified Stock Option (right to buy)	\$ 20.26		08/14/2007 08/14/2016	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 20.27	(2)	08/13/2017	Common Stock	10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLTZ H O III 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	X		President and CEO	

## Signatures

By: James F. Petelle For: H. O. Woltz III 02/11/2009

\_\_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) Restricted Stock Units
- (2) options vest 1/3 annually beginning 1 year from grant date

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.