

GAZMARIAN MICHAEL C
 Form 4
 February 10, 2010

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

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 DR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2009

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

MOUNT AIRY, NC 27030
 (City) (State) (Zip)

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

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/29/2009		G		3,000	D	\$ 0
Common Stock	11/24/2009		G		500	D	\$ 0
Common Stock	12/02/2009		G		2,400	D	\$ 0
Common Stock (Restricted Stock Units)	02/09/2010		A		7,322	A	\$ 0
							17,708
							D

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Common
Stock
(Restricted)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	02/09/2010		A	14,881	<u>(1)</u> 02/09/2020	Common Stock 14,881
Incentive Stock Option (Right to Buy)	\$ 11.6					<u>(1)</u> 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	\$ 16.69					<u>(1)</u> 08/19/2018	Common Stock 7,314

Option (Right to Buy)					
Incentive Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	(1)	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	(1)	02/14/2016	Common Stock	4,080
Incentive Stock Option (Right to Buy)	\$ 9.12	(1)	03/04/2015	Common Stock	5,301
Incentive Stock Option (Right to Buy)	\$ 6.89	(1)	07/26/2015	Common Stock	3,430

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	02/10/2010
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__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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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