

Wagner Richard  
Form 4  
August 21, 2018

**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 \*  
Wagner Richard

(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)  
08/17/2018

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

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	08/17/2018		F	1,051 D \$ 40.58	32,353	D	
Common Stock	08/20/2018		M	2,459 A \$ 26.75	34,812	D	
Common Stock	08/20/2018		M	2,637 A \$ 23.95	37,449	D	
Common Stock	08/20/2018		M	3,241 A \$ 20.5	40,690	D	
Common Stock	08/20/2018		M	2,957 A \$ 21.96	43,647	D	

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Common Stock	08/20/2018	M	7,018	A	\$ 18.05	50,665	D	
Common Stock	08/20/2018	F	12,286	D	\$ 39.83	38,379	D	
Common Stock (Restricted Stock Units)						13,248	D	
Common Stock						1,700	I	Held in 401(K) Account

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.05	08/20/2018		M	7,018	<u>(1)</u> 08/17/2025	Common Stock	7,018
Stock Option (Right to Buy)	\$ 20.5	08/20/2018		M	3,241	<u>(1)</u> 08/12/2024	Common Stock	3,241
Stock Option (Right to Buy)	\$ 26.75	08/20/2018		M	2,459	<u>(1)</u> 08/07/2027	Common Stock	2,459
Stock Option	\$ 23.95	08/20/2018		M	2,637	<u>(1)</u> 02/11/2026	Common Stock	2,637

(Right to Buy)									
Stock Option (Right to Buy)	\$ 21.96	08/20/2018	M	2,957	(1)	02/17/2025	Common Stock	2,957	
Stock Option (Right to Buy)	\$ 41.85				(1)	08/13/2028	Common Stock	4,828	
Stock Option (Right to Buy)	\$ 29.69				(1)	02/23/2028	Common Stock	6,573	
Stock Option (Right to Buy)	\$ 37.06				(1)	02/07/2027	Common Stock	5,033	
Stock Option (Right to Buy)	\$ 34.49				(1)	08/11/2026	Common Stock	5,942	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

## Signatures

James F. Petelle for Richard T. Wagner  
08/21/2018

\_\_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. 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.