

INSTEEL INDUSTRIES INC

Form 4

February 22, 2016

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)

Vice President and CFO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/19/2016 | | M | | 8,604 | A | \$ 7.55 | 146,340 | D | |
| Common Stock | 02/19/2016 | | M | | 10,299 | A | \$ 9.16 | 156,639 | D | |
| Common Stock | 02/19/2016 | | M | | 7,800 | A | \$ 9.39 | 164,439 | D | |
| Common Stock | 02/19/2016 | | M | | 6,502 | A | \$ 11.15 | 170,941 | D | |
| Common Stock | 02/19/2016 | | M | | 7,321 | A | \$ 11.6 | 178,262 | D | |

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| | | | | | | | |
|---------------------------------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 02/19/2016 | M | 4,876 | A | \$ 16.69 | 183,138 | D |
| Common Stock | 02/19/2016 | M | 824 | A | \$ 17.11 | 183,962 | D |
| Common Stock | 02/19/2016 | P | 2,549 | A | \$ 20.27 | 186,511 | D |
| Common Stock | 02/19/2016 | S | 48,775 | D | \$ 25.3314 | 137,736 | D |
| 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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SEC 1474
(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 | 02/19/2016 | | M | 7,800 | <u>(1)</u> 02/09/2020 | Common Stock 7,800 |
| Incentive Stock Option (Right to Buy) | \$ 7.55 | 02/19/2016 | | M | 8,604 | <u>(1)</u> 02/10/2019 | Common Stock 8,604 |
| | \$ 16.69 | 02/19/2016 | | M | 4,876 | <u>(1)</u> 08/19/2018 | 4,876 |

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| | | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|-----------------|-----------------|--|
| Incentive Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Incentive Stock Option (Right to Buy) | \$ 17.11 | 02/19/2016 | M | 824 | <u>(1)</u> | 02/13/2017 | Common Stock | 824 | |
| Incentive Stock Option (Right to Buy) | \$ 20.27 | 02/19/2016 | M | 2,549 | <u>(1)</u> | 08/13/2017 | Common Stock | 2,549 | |
| Incentive Stock Option (Right to Buy) | \$ 11.15 | 02/19/2016 | M | 6,502 | <u>(1)</u> | 02/19/2018 | Common Stock | 6,502 | |
| Incentive Stock Option (Right to Buy) | \$ 9.16 | 02/19/2016 | M | 10,299 | <u>(1)</u> | 08/09/2020 | Common Stock | 10,299 | |
| Incentive Stock Option (Right to Buy) | \$ 11.6 | 02/19/2016 | M | 7,321 | <u>(1)</u> | 08/10/2019 | Common Stock | 7,321 | |
| Stock Option (Right to Buy) | \$ 23.95 | | | | <u>(1)</u> | 02/11/2026 | Common Stock | 7,911 | |
| Stock Option (Right to Buy) | \$ 18.05 | | | | <u>(1)</u> | 08/17/2025 | Common Stock | 10,528 | |
| Stock Option (Right to Buy) | \$ 21.96 | | | | <u>(1)</u> | 02/17/2025 | Common Stock | 8,871 | |
| Stock Option (Right to Buy) | \$ 20.5 | | | | <u>(1)</u> | 08/12/2024 | Common Stock | 9,724 | |

| | | | | | |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 19.08 | <u>(1)</u> | 02/12/2024 | Common Stock | 9,921 |
| Stock Option (Right to Buy) | \$ 17.22 | <u>(1)</u> | 08/12/2023 | Common Stock | 9,892 |
| Stock Option (Right to Buy) | \$ 16.45 | <u>(1)</u> | 02/12/2023 | Common Stock | 9,589 |
| Stock Option (Right to Buy) | \$ 10.23 | <u>(1)</u> | 08/21/2022 | Common Stock | 15,110 |
| Stock Option (Right to Buy) | \$ 13.06 | <u>(1)</u> | 02/21/2022 | Common Stock | 11,345 |
| Stock Option (Right to Buy) | \$ 10.72 | <u>(1)</u> | 08/08/2021 | Common Stock | 14,175 |
| Stock Option (Right to Buy) | \$ 12.43 | <u>(1)</u> | 02/08/2021 | Common Stock | 11,732 |

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

02/22/2016

__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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