

GAZMARIAN MICHAEL C

Form 4

August 14, 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 *
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

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

08/13/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President and CFO

(Street)

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

MOUNT AIRY, NC 27030

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock (Restricted Stock Units)	08/13/2018		A	1,643 A \$ 0	17,057	D	
Common Stock					70,387	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)

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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. De
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 41.85	08/13/2018		A	4,828	(1)	08/13/2028	Common Stock 4,828
Stock Option (Right to Buy)	\$ 29.69					(1)	02/13/2028	Common Stock 6,573
Stock Option (Right to Buy)	\$ 26.75					(1)	08/07/2027	Common Stock 7,377
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
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

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

08/14/2018

__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.

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