

WOLTZ H O III
Form 4
August 01, 2008

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 *
WOLTZ H O III

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 DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

MOUNT AIRY, NC 27030

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

(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)	
				Code	V	Amount				(A) or (D)
Common Stock	03/14/2008		G	V	36,459	A	\$ 0	484,887	D	
Common Stock	07/30/2008		S		1,300	D	\$ 18.2	483,587	D	
Common Stock	07/31/2008		S		6,880	D	\$ 17.988	476,707	D	
Common Stock	07/30/2008		S		4,200	D	\$ 18.2	78,219	I	Custodial Account
Common Stock	07/31/2008		S		27,520	D	\$ 17.988	50,699	I	Custodial Account

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Common Stock	38,926.1128	I	Restricted
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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(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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 6.89					07/26/2006	07/26/2015	Common Stock	11,532
Incentive Stock Option (right to buy)	\$ 9.12					(1)	03/04/2015	Common Stock	17,826
Incentive Stock Option (right to buy)	\$ 11.15					(1)	02/19/2018	Common Stock	28,791
Incentive Stock Option (right to buy)	\$ 15.64					02/14/2007	02/14/2016	Common Stock	5,520
Incentive Stock Option (right to buy)	\$ 17.11					(1)	02/13/2017	Common Stock	5,342
Incentive Stock Option (right to buy)	\$ 20.26					08/14/2007	08/14/2016	Common Stock	2,123
	\$ 20.27					(1)	08/13/2017		883

Incentive Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 15.64	02/14/2007	02/14/2016	Common Stock	3,624
Non-Qualified Stock Option (right to buy)	\$ 17.11	(1)	02/13/2017	Common Stock	9,053
Non-Qualified Stock Option (right to buy)	\$ 20.26	08/14/2007	08/14/2016	Common Stock	4,246
Non-Qualified Stock Option (right to buy)	\$ 20.27	(1)	08/13/2017	Common Stock	10,995

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

08/01/2008

**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 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.
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