

INSTEEL INDUSTRIES INC
Form 4
August 13, 2013

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

(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)
08/09/2013

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 and CFO

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	08/09/2013		F		2,502	D	\$ 17 133,883
Common Stock (Restricted Stock Units)	08/12/2013		A		3,992	A	\$ 0 32,099

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.22	08/12/2013		A	9,892	(1) 08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45					(1) 02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23					(1) 08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06					(1) 02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72					(1) 08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43					(1) 02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39					(1) 02/09/2020	Common Stock	14,881
Incentive Stock	\$ 9.16					(1) 08/09/2020	Common Stock	15,449

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Option (Right to Buy)						
Incentive Stock Option (Right to Buy)	\$ 11.6	(1)	08/10/2019	Common Stock	10,982	
Incentive Stock Option (Right to Buy)	\$ 7.55	(1)	02/10/2019	Common Stock	14,946	
Incentive Stock Option (Right to Buy)	\$ 11.15	(1)	02/19/2018	Common Stock	13,196	
Incentive Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	7,314	
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	\$ 9.12	(1)	03/04/2015	Common Stock	5,301	

