

INSTEEL INDUSTRIES INC
 Form 4
 February 18, 2015

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 *
PETELLE JAMES F

(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)
 12/05/2014

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	12/05/2014		G		200	D	\$ 0 8,916
Common Stock (Restricted Stock Units)	02/17/2015		A		1,708	A	\$ 0 16,497

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)	\$ 21.96	02/17/2015		A	4,839	<u>(1)</u> 02/17/2025	Common Stock	4,839
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u> 08/12/2024	Common Stock	5,304
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u> 02/12/2024	Common Stock	5,411
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022	Common Stock	7,326
Incentive Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u> 08/08/2021	Common Stock	4,808
Incentive Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u> 08/12/2023	Common Stock	5,396
Incentive Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u> 02/12/2023	Common Stock	5,230
	\$ 13.06					<u>(1)</u> 02/21/2022		6,188

Stock Option (Right to Buy)				Common Stock	
Incentive Stock Option (Right to Buy)	\$ 12.43	(1)	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 11.15	(1)	02/19/2018	Common Stock	5,278
Incentive Stock Option (Right to Buy)	\$ 16.69	(1)	08/19/2018	Common Stock	2,926
Incentive Stock Option (Right to Buy)	\$ 17.11	(1)	02/13/2017	Common Stock	2,639
Incentive Stock Option (Right to Buy)	\$ 20.27	(1)	08/13/2017	Common Stock	2,178

Reporting Owners

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

Signatures

James F. Petelle 02/18/2015

__Signature of Date
Reporting Person

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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