

Jafroodi Scot R
Form 4
August 20, 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 *
Jafroodi Scot R

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)
08/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

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)
				(A) or (D) Price			
Common Stock	08/17/2018		F	456 D \$ 40.58	24,836	D	
Common Stock (Restricted Stock Units)					5,298	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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41.85					(1) 08/13/2028	Common Stock	1,931	
Stock Option (Right to Buy)	\$ 29.69					(1) 02/13/2028	Common Stock	2,629	
Stock Option (Right to Buy)	\$ 26.75					(1) 08/07/2027	Common Stock	2,951	
Stock Option (Right to Buy)	\$ 37.06					(1) 02/07/2027	Common Stock	2,013	
Stock Option (Right to Buy)	\$ 34.49					(1) 08/11/2026	Common Stock	2,377	
Stock Option (Right to Buy)	\$ 23.95					(1) 02/11/2026	Common Stock	3,165	
Stock Option (Right to Buy)	\$ 18.05					(1) 08/17/2025	Common Stock	4,211	
Stock Option	\$ 21.96					(1) 02/17/2025	Common Stock	3,548	

(Right to Buy)

Stock Option (Right to Buy)	\$ 20.5	(1)	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08	(1)	02/12/2024	Common Stock	3,968
Stock Option (Right to Buy)	\$ 17.22	(1)	08/12/2023	Common Stock	3,957
Stock Option (Right to Buy)	\$ 16.45	(1)	02/12/2023	Common Stock	3,835
Stock Option (Right to Buy)	\$ 10.23	(1)	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06	(1)	02/21/2022	Common Stock	4,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafroodi Scot R 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Chief Accounting Officer	

Signatures

James F. Petelle for Scot R.
Jafroodi

08/20/2018

__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 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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