INSTEEL INDUSTRIES INC

Form 4

February 24, 2015

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GAZMARIAN MICHAEL C		2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			INSTEEL	INSTEEL INDUSTRIES INC [IIIN]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
1373 BOGGS DR			(Month/Day/Year) 02/21/2015					Director 10% OwnerX_ Officer (give title Other (specify below) Vice President and CFO			
	(Street)		4. If Amen	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
MOUNT AIF	RY, NC 2703	0						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execuany	eemed tion Date, if h/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ispose	d of	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/21/2015			F	1,618	D	\$ 21.5	137,692	D		
Common Stock (Restricted Stock Units)								24,979	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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	8,871	
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock	9,724	
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock	9,921	
Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u>	08/12/2023	Common Stock	9,892	
Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u>	02/12/2023	Common Stock	9,589	
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u>	08/21/2022	Common Stock	15,110	
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u>	02/21/2022	Common Stock	11,345	
Stock Option (Right to	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock	14,175	

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Buy)					
Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	<u>(1)</u>	02/09/2020	Common Stock	14,881
Incentive Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy)	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	5,444

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Buy)

Incentive

Stock

(Right to Buy)

Incentive

Stock

Option \$ 15.64

(1) 02/14/2016 Common Stock 4,080

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAZMARIAN MICHAEL C

1373 BOGGS DR Vice President and CFO

MOUNT AIRY, NC 27030

Signatures

James F. Petelle for Michael C.
Gazmarian
02/24/2015

**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.

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