

NEWSOME CHARLES B

Form 4

December 13, 2012

# FORM 4

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

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

## OMB APPROVAL

|                                                |                  |
|------------------------------------------------|------------------|
| OMB Number:                                    | 3235-0287        |
| Expires:                                       | January 31, 2005 |
| Estimated average burden hours per response... | 0.5              |

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEWSOME CHARLES B

## 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)

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

\_\_\_X\_\_\_ Director                      \_\_\_ 10% Owner  
 \_\_\_ Officer (give title              \_\_\_ Other (specify  
 below)                                      below)

1373 BOGGS DRIVE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

MOUNT AIRY, NC 27030

☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                       |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price   |                                                                                               |                                                          |                                                       |
| Common Stock                          | 12/13/2012                           |                                                    | M                              |                                                                   | 7,200  | A          | \$ 0.36 | 63,682                                                                                        | D                                                        |                                                       |
| Common Stock (Restricted Stock Units) |                                      |                                                    |                                |                                                                   |        |            |         | 3,063                                                                                         | D                                                        |                                                       |
| Common Stock                          |                                      |                                                    |                                |                                                                   |        |            |         | 88                                                                                            | I                                                        | Custodial Account                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|
| Non-Qualified<br>Stock Option                       | \$ 0.36                                                            | 12/13/2012                              |                                                             | M                                    | 7,200                                                                                                           | 02/25/2003 02/25/2013                                          | Common<br>Stock                                                | 7,200                                  |
| Non-Qualified<br>Stock Option                       | \$ 5.43                                                            |                                         |                                                             |                                      |                                                                                                                 | 07/20/2004 07/20/2014                                          | Common<br>Stock                                                | 7,200                                  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| NEWSOME CHARLES B<br>1373 BOGGS DRIVE<br>MOUNT AIRY, NC 27030 | X             |           |         |       |

## Signatures

James F. Petelle for Charles B.  
Newsome 12/13/2012

\*\*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).

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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