

Jafroodi Scot R
 Form 4
 February 11, 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 *
 Jafroodi Scot R

(Last) (First) (Middle)

5532 GARDEN PARK LANE

(Street)

WINSTON SALEM, NC 27106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INSTEEL INDUSTRIES INC [IIN]

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

02/09/2013

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)

Chief Accounting Officer

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)
				(A) or (D)	Price		
Common Stock	02/09/2013		F	V	\$ 1,132 15.77	D	
Common Stock (Restricted Stock Units)					12,573	D	

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

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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 or Per Share Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u>	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u>	02/21/2022	Common Stock	4,538
Incentive Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u>	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16					<u>(1)</u>	08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39					<u>(1)</u>	02/09/2020	Common Stock	5,952
	\$ 16.69					<u>(1)</u>	08/19/2018		2,926

Incentive Stock Option (right to buy)					Common Stock	
Incentive Stock Option (Right to Buy)	\$ 11.6	(1)	08/10/2019	Common Stock	4,393	
Incentive Stock Option (right to buy)	\$ 11.15	(1)	02/19/2018	Common Stock	5,278	
Incentive Stock Option (right to buy)	\$ 7.55	(1)	02/10/2019	Common Stock	5,978	
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
Jafroodi Scot R 5532 GARDEN PARK LANE WINSTON SALEM, NC 27106			Chief Accounting Officer	

Signatures

James F. Petelle for Scot R.
Jafroodi

02/11/2013

**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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