

INSTEEL INDUSTRIES INC

Form 4

August 13, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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 *
 Jafoodi 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)

08/12/2014

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)
Common Stock (Restricted Stock Units)	08/12/2014		A	1,341 A	\$ 0 10,845	D	
Common Stock					15,932	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. D S (1)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.5	08/12/2014		A		3,890		<u>(1)</u>	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08							<u>(1)</u>	02/12/2024	Common Stock	3,968
Stock Option (Right to Buy)	\$ 17.22							<u>(1)</u>	08/12/2023	Common Stock	3,957
Stock Option (Right to Buy)	\$ 16.45							<u>(1)</u>	02/12/2023	Common Stock	3,835
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	\$ 12.43							<u>(1)</u>	02/08/2021	Common Stock	4,693

(Right to Buy)						
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	
Incentive Stock Option (right to buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	2,926	
Incentive Stock Option (Right to Buy)	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	4,393	
Incentive Stock Option (right to buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	5,278	
Incentive Stock Option (right to buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	5,978	
Incentive Stock Option (right to buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	2,639	
Incentive Stock Option (right to buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	2,178	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafrودي Scot R 5532 GARDEN PARK LANE WINSTON SALEM, NC 27106			Chief Accounting Officer	

Signatures

James F. Petelle for Scot R.
Jafrودي 08/13/2014

 **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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