

INSTEEL INDUSTRIES INC
 Form 4
 November 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)
 1373 BOGGS DRIVE
 (Street)

MOUNT AIRY, NC 27030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INSTEEL INDUSTRIES INC [IIN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2015

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/19/2015		M	2,639 A	\$ 17.11 21,692	D	
Common Stock	11/19/2015		M	1,763 A	\$ 20.26 23,455	D	
Common Stock	11/19/2015		S	4,402 D	\$ 23.961 19,053	D	
Common Stock (Restricted Stock Units)					8,827	D	

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 17.11	11/19/2015		M	2,639	<u>(1)</u> 02/13/2017	Common Stock	2,639
Incentive Stock Option (Right to Buy)	\$ 20.26	11/19/2015		M	1,763	<u>(1)</u> 08/14/2016	Common Stock	1,763
Stock Option (Right to Buy)	\$ 18.05					<u>(1)</u> 08/17/2025	Common Stock	4,211
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u> 02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5					<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

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

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 (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
Incentive Stock Option (right to buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	2,926
Incentive Stock Option	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	4,393

(Right to Buy)

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)	\$ 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 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Chief Accounting Officer	

Signatures

James F. Petelle for Scot R. Jafroodi 11/20/2015

**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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.