

WOLTZ H O III  
Form 4  
February 10, 2010

**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 \*  
WOLTZ H O III

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)  
1373 BOGGS DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/24/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

MOUNT AIRY, NC 27030  
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/24/2009		G		3,500	D	\$ 0
Common Stock (Restricted Stock Units)	02/09/2010		A		15,974	A	\$ 0
Common Stock					60,029	I	
Common Stock (Restricted)					38,636	I	
							Custodial Account
							Restricted

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.39	02/09/2010		A	32,468	(1) 02/09/2020	Common Stock	32,468
Stock Option (Right to Buy)	\$ 11.6					(1) 08/10/2019	Common Stock	23,962
Stock Option (Right to Buy)	\$ 7.55					(1) 02/10/2019	Common Stock	32,609
Stock Option (Right to Buy)	\$ 11.15					(1) 02/19/2018	Common Stock	28,791
Stock Option (Right to Buy)	\$ 16.69					(1) 08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11					(1) 02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27					(1) 08/13/2017	Common Stock	11,878

