

WOLTZ H O III
Form 4
February 13, 2012

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)

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

02/10/2012

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

Chairman, President and CEO

1373 BOGGS DRIVE

(Street)

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

MOUNT AIRY, NC 27030

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/10/2012 | | F | 6,159 D | \$ 0 444,587 | D | |
| Common Stock ⁽²⁾ | | | | | 8,513 | I | co-executor of Howard O. Woltz, Jr. Estate |
| Common Stock ⁽²⁾ | | | | | 365,130 | I | co-trustee of trusts established by Howard O. Woltz, Jr. |

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| | | | |
|---------------------------------------|--------|---|-----------------------------------|
| Common Stock <u>(2)</u> | 21,222 | I | Custodial account for minor child |
| Common Stock (Restricted Stock Units) | 71,342 | D | |

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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.72 | | | | | (1) 08/08/2021 | | Common Stock | 30,928 |
| Stock Option (Right to Buy) | \$ 12.43 | | | | | (1) 02/08/2021 | | Common Stock | 25,597 |
| Stock Option (Right to Buy) | \$ 9.16 | | | | | (1) 08/09/2020 | | Common Stock | 33,708 |
| Stock Option (Right to Buy) | \$ 9.39 | | | | | (1) 02/09/2020 | | Common Stock | 32,468 |
| | \$ 11.6 | | | | | (1) 08/10/2019 | | | 23,962 |

| | | | | | |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 7.55 | <u>(1)</u> | 02/10/2019 | Common Stock | 32,609 |
| Stock Option (Right to Buy) | \$ 11.15 | <u>(1)</u> | 02/19/2018 | Common Stock | 28,791 |
| Stock Option (Right to Buy) | \$ 16.69 | <u>(1)</u> | 08/19/2018 | Common Stock | 15,957 |
| Stock Option (Right to Buy) | \$ 17.11 | <u>(1)</u> | 02/13/2017 | Common Stock | 14,395 |
| Stock Option (Right to Buy) | \$ 20.27 | <u>(1)</u> | 08/13/2017 | Common Stock | 11,878 |
| Stock Option (Right to Buy) | \$ 20.26 | <u>(1)</u> | 08/14/2016 | Common Stock | 6,369 |
| Stock Option (Right to Buy) | \$ 15.64 | <u>(1)</u> | 02/14/2016 | Common Stock | 9,144 |
| Stock Option (Right to Buy) | \$ 9.12 | <u>(1)</u> | 03/04/2015 | Common Stock | 17,826 |
| Stock Option (Right to Buy) | \$ 6.89 | <u>(1)</u> | 07/26/2015 | Common Stock | 11,532 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

WOLTZ H O III
1373 BOGGS DRIVE
MOUNT AIRY, NC 27030

X

Chairman, President and CEO

Signatures

James F. Petelle for H. O.
Woltz III

02/13/2012

__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).

(1) Options vest 1/3 annually beginning one year from grant date.

In addition to the gifts on November 3 and November 30, 2011, this Form also reflects the beneficial interest H. O. Woltz III is deemed to hold in the estate of his father, Howard O. Woltz, Jr., and in three trusts established by his father, following the death of his father on January 2, 2011. Mr. Woltz III disclaims beneficial interest in the shares held in the estate and in trust, except to the extent of his pecuniary interest therein.

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.