

INSTEEL INDUSTRIES INC  
Form 4  
August 11, 2014

**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

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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 \*  
GAZMARIAN MICHAEL C

(Last) (First) (Middle)  
1373 BOGGS DR  
(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)  
08/08/2014

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)  
Vice President and CFO

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)
			Code	V Amount (D) Price			
Common Stock	08/08/2014		F	1,975 D \$ 20	138,046	D	
Common Stock (Restricted Stock Units)					23,758	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. 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)	\$ 19.08					<u>(1)</u> 02/12/2024	02/12/2024	Common Stock	9,921
Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u> 08/12/2023	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u> 02/12/2023	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u> 02/21/2022	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u> 08/08/2021	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u> 02/08/2021	02/08/2021	Common Stock	11,732
Incentive Stock Option	\$ 9.39					<u>(1)</u> 02/09/2020	02/09/2020	Common Stock	14,881

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(Right to Buy) (Common Stock)					
Incentive Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy)	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	<u>(1)</u>	08/14/2016	Common Stock	2,841
Incentive Stock	\$ 15.64	<u>(1)</u>	02/14/2016	Common Stock	4,080

Option  
(Right to  
Buy)

Incentive  
Stock

Option \$ 9.12  
(Right to  
Buy)

(1) 03/04/2015 Common Stock 5,301

Incentive  
Stock

Option \$ 6.89  
(Right to  
Buy)

(1) 07/26/2015 Common Stock 3,430

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAZMARIAN MICHAEL C 1373 BOGGS DR MOUNT AIRY, NC 27030			Vice President and CFO	

## Signatures

James F. Petelle for Michael C.  
Gazmarian

08/11/2014

\_\_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 one year from grant date.

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