

INSTEEL INDUSTRIES INC
 Form 5
 October 01, 2014

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WOLTZ H O III

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 03/06/2014

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)
 Chairman, President and CEO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | 03/06/2014 | Â | G5 | 250 | D | \$ 0 | 514,513 | D | Â |
| Common Stock | 08/13/2014 | Â | G5 | 80 | D | \$ 0 | 514,513 | D | Â |
| Common Stock | 09/18/2014 | Â | G5 | 2,100 | D | \$ 0 | 514,513 | D | Â |
| Common Stock | 09/12/2014 | Â | G5 | 3,910 | D | \$ 0 | 356,920 | I | co-trustee of trusts |

| | | | | | | | | | | |
|---------------------------------------|---|---|---|---|---|---|--------|---|---|--|
| Common Stock (Restricted Stock Units) | Â | Â | Â | Â | Â | Â | 59,157 | D | Â | established by Howard O. Woltz, Jr. |
| Common Stock | Â | Â | Â | Â | Â | Â | 8,513 | I | Â | co-executor of Howard O. Woltz, Jr. Estate |
| Common Stock | Â | Â | Â | Â | Â | Â | 21,222 | I | Â | Custodial account for minor child |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (Right to Buy) | \$ 20.5 | Â | Â | Â | Â (A) Â (D) | Â (1) 08/12/2024 | Common Stock | 21,216 |
| Common Stock (Right to Buy) | \$ 19.08 | Â | Â | Â | Â (A) Â (D) | Â (1) 02/12/2024 | Common Stock | 21,645 |
| Stock Option (Right to Buy) | \$ 10.23 | Â | Â | Â | Â (A) Â (D) | Â (1) 08/21/2022 | Common Stock | 21,978 |

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|-----------------------------|----------|---|---|---|---|---|---|-------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 13.06 | Â | Â | Â | Â | Â | Â | Â (1) | 02/21/2022 | Common Stock | 16,501 |
| Stock Option (Right to Buy) | \$ 10.72 | Â | Â | Â | Â | Â | Â | Â (1) | 08/08/2021 | Common Stock | 10,309 |
| Stock Option (Right to Buy) | \$ 12.43 | Â | Â | Â | Â | Â | Â | Â (1) | 02/08/2021 | Common Stock | 8,532 |
| Stock Option (Right to Buy) | \$ 17.22 | Â | Â | Â | Â | Â | Â | Â (1) | 08/12/2023 | Common Stock | 21,583 |
| Stock Option (Right to Buy) | \$ 16.45 | Â | Â | Â | Â | Â | Â | Â (1) | 02/12/2023 | Common Stock | 20,921 |
| Stock Option (Right to Buy) | \$ 16.69 | Â | Â | Â | Â | Â | Â | Â (1) | 08/19/2018 | Common Stock | 15,957 |
| Stock Option (Right to Buy) | \$ 17.11 | Â | Â | Â | Â | Â | Â | Â (1) | 02/13/2017 | Common Stock | 14,395 |
| Stock Option (Right to Buy) | \$ 20.27 | Â | Â | Â | Â | Â | Â | Â (1) | 08/13/2017 | Common Stock | 11,878 |
| Stock Option (Right to Buy) | \$ 20.26 | Â | Â | Â | Â | Â | Â | Â (1) | 08/14/2016 | Common Stock | 6,369 |
| Stock Option (Right to Buy) | \$ 15.64 | Â | Â | Â | Â | Â | Â | Â (1) | 02/14/2016 | Common Stock | 9,144 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

