

INSTEEL INDUSTRIES INC
 Form 4
 December 02, 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 *
 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)
 12/02/2015

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)
 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 or Price		
Common Stock	12/02/2015		M		2,438 A \$ 16.69	144,784	D
Common Stock	12/02/2015		M		416 A \$ 9.39	145,200	D
Common Stock	12/02/2015		S		2,854 D \$ 24.65	142,346	D
Common Stock (Restricted Stock Units)						22,068	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)	\$ 16.69	12/02/2015		M	2,438	<u>(1)</u> 08/19/2018	Common Stock	2,438
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	12/02/2015		M	416	<u>(1)</u> 02/09/2020	Common Stock	416
Incentive Stock Option (Right to Buy)	\$ 17.11					<u>(1)</u> 02/13/2017	Common Stock	824
Incentive Stock Option (Right to Buy)	\$ 20.27					<u>(1)</u> 08/13/2017	Common Stock	2,549
Incentive Stock Option (Right to Buy)	\$ 11.15					<u>(1)</u> 02/19/2018	Common Stock	6,502

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

Stock Option (Right to Buy)	\$ 18.05	<u>(1)</u>	08/17/2025	Common Stock	10,528
Stock Option (Right to Buy)	\$ 21.96	<u>(1)</u>	02/17/2025	Common Stock	8,871
Stock Option (Right to Buy)	\$ 20.5	<u>(1)</u>	08/12/2024	Common Stock	9,724
Stock Option (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	9,921
Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23	<u>(1)</u>	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	15,449

<p>Incentive Stock Option (Right to Buy) \$ 11.6</p>	<p>(1)</p>	<p>08/10/2019</p>	<p>Common Stock</p>	<p>10,982</p>
<p>Incentive Stock Option (Right to Buy) \$ 7.55</p>	<p>(1)</p>	<p>02/10/2019</p>	<p>Common Stock</p>	<p>14,946</p>

Reporting Owners

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

Signatures

<p>James F. Petelle for Michael C. Gazmarian</p>	<p>12/02/2015</p>
<p><u> </u>**Signature of Reporting Person</p>	<p>Date</p>

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.

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.