INSTEEL INDUSTRIES INC
Form 10-Q
July 31, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2007

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period From __________ to __________

Commission File Number 1-9929
Insteel Industries, Inc.

(Exact name of registrant as specified in its charter)

North Carolina	**56-0674867**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1373 Boggs Drive, Mount Airy, North Carolina	**27030**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(336) 786-2141**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer o Accelerated filer þ Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes o No þ

The number of shares outstanding of the registrant s common stock as of July 30, 2007 was 18,281,449.

TABLE OF CONTENTS

PART I FINANCIAL INFORMATION
- Item 1. Financial Statements
- Item 3. Qualitative and Quantitative Disclosures About Market Risk
- Item 4. Controls and Procedures

Part II Other Information
- Item 1A. Risk Factors
- Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
- Item 6. Exhibits

SIGNATURES

Exhibit 31.1

Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands)

	(Unaudited) June 30, 2007	September 30, 2006
Assets		
Current assets:		
Cash and cash equivalents	$ 6,351	$ 10,689
Accounts receivable, net	35,069	37,519
Inventories	59,717	46,797
Prepaid expenses and other	2,235	2,675
Current assets of discontinued operations		411
Total current assets	103,372	98,091
Property, plant and equipment, net	65,251	55,217
Other assets	9,528	9,653
Non-current assets of discontinued operations	3,635	3,635
Total assets	$ 181,786	$ 166,596
Liabilities and shareholders equity		
Current liabilities:		
Accounts payable	$ 30,127	$ 30,691
Accrued expenses	7,539	9,819
Current liabilities of discontinued operations	238	643
Total current liabilities	37,904	41,153
Other liabilities	2,703	2,713
Long-term liabilities of discontinued operations	261	292
Shareholders equity:		
Common stock	18,281	18,213
Additional paid-in capital	48,304	47,005
Deferred stock compensation	(907)	(662)
Retained earnings	75,240	57,882
Total shareholders equity	140,918	122,438
Total liabilities and shareholders equity	$ 181,786	$ 166,596

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands except for per share data)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	June 30, 2007	July 1, 2006	June 30, 2007	July 1, 2006
Net sales	$ 78,966	$ 91,644	$ 223,448	$ 247,024
Cost of sales	61,614	73,158	180,114	194,446
Gross profit	17,352	18,486	43,334	52,578
Selling, general and administrative expense	4,202	3,965	13,038	12,538
Other income, net	(26)	(20)	(76)	(249)
Interest expense	155	148	451	532
Interest income	(39)	(25)	(299)	(108)
Earnings from continuing operations before income taxes	13,060	14,418	30,220	39,865
Income taxes	4,716	5,353	11,001	14,941
Earnings from continuing operations	8,344	9,065	19,219	24,924
Loss from discontinued operations net of income taxes of ($23), ($774), ($139) and ($1,270)	(37)	(1,183)	(220)	(1,963)
Net earnings	$ 8,307	$ 7,882	$ 18,999	$ 22,961
Per share amounts:				
Basic:				
Earnings from continuing operations	$ 0.46	$ 0.50	$ 1.06	$ 1.36
Loss from discontinued operations		(0.07)	(0.01)	(0.11)
Net earnings	$ 0.46	$ 0.43	$ 1.05	$ 1.25
Diluted:				
Earnings from continuing operations	$ 0.46	$ 0.50	$ 1.05	$ 1.35
Loss from discontinued operations	(0.01)	(0.07)	(0.01)	(0.11)
Net earnings	$ 0.45	$ 0.43	$ 1.04	$ 1.24
Cash dividends declared	$ 0.03	$ 0.03	$ 0.09	$ 0.09
Weighted average shares outstanding:				

Basic	18,158	18,075	18,136	18,380
Diluted	18,326	18,263	18,304	18,541

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(Unaudited)

	June 30, 2007	July 1, 2006
Cash Flows From Operating Activities:		
Net earnings	$ 18,999	$ 22,961
Loss from discontinued operations	220	1,963
Earnings from continuing operations	19,219	24,924
Adjustments to reconcile earnings from continuing operations to net cash provided by operating activities of continuing operations:		
Depreciation and amortization	4,082	3,421
Amortization of capitalized financing costs	374	408
Stock-based compensation expense	881	840
Excess tax benefits from exercise of stock options	(67)	(254)
Deferred income taxes	470	(646)
Increase in cash surrender value of life insurance over premiums paid	(200)	(162)
Net changes in assets and liabilities:		
Accounts receivable, net	2,450	(2,430)
Inventories	(12,920)	(10,476)
Accounts payable and accrued expenses	(4,127)	15,975
Other changes	495	1,368
Total adjustments	(8,562)	8,044
Net cash provided by operating activities continuing operations	10,657	32,968
Net cash provided by (used for) operating activities discontinued operations	(244)	2,409
Net cash provided by operating activities	10,413	35,377
Cash Flows From Investing Activities:		
Capital expenditures	(13,303)	(11,677)
Proceeds from sale of property, plant and equipment		51
Increase in cash surrender value of life insurance policies	(628)	(558)
Net cash used for investing activities continuing operations	(13,931)	(12,184)
Net cash used for investing activities discontinued operations		(37)
Net cash used for investing activities	(13,931)	(12,221)
Cash Flows From Financing Activities:		
Proceeds from long-term debt	16,037	134,839
Principal payments on long-term debt	(16,037)	(146,699)

Financing costs		(307)
Cash received from exercise of stock options	162	181
Excess tax benefits from exercise of stock options	67	254
Repurchase of common stock		(8,529)
Cash dividends paid	(1,095)	(1,678)
Other	46	87
Net cash used for financing activities continuing operations	(820)	(21,852)
Net cash used for financing activities	(820)	(21,852)
Net increase (decrease) in cash and cash equivalents	(4,338)	1,304
Cash and cash equivalents at beginning of period	10,689	1,371
Cash and cash equivalents at end of period	$ 6,351	$ 2,675
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	$ 77	$ 187
Income taxes	11,508	13,393
Non-cash investing and financing activities:		
Purchases of property, plant and equipment in accounts payable	817	
Issuance of restricted stock	763	526
Declaration of cash dividends to be paid	546	545

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY
(In thousands)
(Unaudited)

	Common Stock		Additional Paid-In	Deferred	Retained	Total Shareholders
	Shares	Amount	Capital	Compensation	Earnings	Equity
Balance at September 30, 2006	18,213	$ 18,213	$ 47,005	$ (662)	$ 57,882	$ 122,438
Net earnings					18,999	18,999
Stock options exercised	23	23	139			162
Restricted stock granted	45	45	718	(763)		
Restricted stock shares from dividend			12			12
Compensation expense associated with stock-based plans			363	518		881
Excess tax benefits from exercise of stock options			67			67
Cash dividends declared					(1,641)	(1,641)
Balance at June 30, 2007	18,281	$ 18,281	$ 48,304	$ (907)	$ 75,240	$ 140,918

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Insteel Industries, Inc. (we, us, our, the Company or Insteel) have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for quarterly reports on Form 10-Q. Certain information and note disclosures normally included in the audited financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. These financial statements should therefore be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended September 30, 2006 included in the Company s Annual Report on Form 10-K filed with the SEC.

The accompanying unaudited interim consolidated financial statements included herein reflect all adjustments of a normal recurring nature that the Company considers necessary for a fair presentation of results for these interim periods. The results of operations for the three and nine months ended June 30, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending September 29, 2007 or future periods.

(2) Discontinued Operations

In April 2006, the Company decided to exit the industrial wire business with the closure of its Fredericksburg, Virginia facility which manufactured tire bead wire and other industrial wire for commercial and industrial applications. The Company s decision was based on the weakening in the business outlook for the facility and the expected continuation of difficult market conditions and reduced operating levels. Manufacturing activities at the Virginia facility ceased in June 2006 and the Company is currently in the process of liquidating the remaining assets of the business.

The Company has determined that the exit from the industrial wire business meets the criteria of a discontinued operation in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. Accordingly, the results of operations and related non-recurring closure costs associated with the industrial wire business have been reported as discontinued operations for all periods presented. Additionally, the assets and liabilities of the discontinued operations have been segregated in the accompanying consolidated balance sheets.

The following table summarizes the results of discontinued operations for the three and nine months ended June 30, 2007 and July 1, 2006:

	(Unaudited)			
	Three Months Ended		**Nine Months Ended**	
(In thousands)	**June 30, 2007**	**July 1, 2006**	**June 30, 2007**	**July 1, 2006**
Net sales	$	$ 4,819	$	$21,952
Loss before income taxes	(60)	(1,957)	(359)	(3,233)
Income taxes	(23)	(774)	(139)	(1,270)
Net loss	(37)	(1,183)	(220)	(1,963)

Included within results from discontinued operations is an allocation of interest expense which was calculated based on the net assets of the industrial wire business relative to the consolidated net assets of the Company. Interest expense allocated to discontinued operations was $14,000 and $61,000 for the three and nine months ended July 1, 2006, respectively.

Assets and liabilities of discontinued operations as of June 30, 2007 and September 30, 2006 are as follows:

(In thousands)	(Unaudited) June 30, 2007	September 30, 2006
Assets:		
Current assets:		
Accounts receivable, net	$	$ 407
Prepaid expenses and other		4
Total current assets		411
Other assets	3,635	3,635
Total assets	$ 3,635	$ 4,046
Liabilities:		
Current liabilities:		
Accounts payable	$ 8	$ 25
Accrued expenses	230	618
Total current liabilities	238	643
Other liabilities	261	292
Total liabilities	$ 499	$ 935

As of June 30, 2007 and September 30, 2006 there was approximately $293,000 and $618,000, respectively, of accrued expenses and other liabilities related to ongoing lease obligations and closure-related liabilities incurred as a result of the Company s exit from the industrial wire business.

(3) Stock Split

On May 16, 2006, the Board of Directors approved a two-for-one split of the Company s common stock payable in the form of a stock dividend. The stock split entitled each shareholder of record on June 2, 2006 to receive one share of common stock for every outstanding share of common stock held on that date and was distributed on June 16, 2006. Unless otherwise indicated, the capital stock accounts and all share and earnings per share amounts in this report give effect to the stock split, applied retroactively, to all periods presented.

(4) Stock-Based Compensation

Effective October 2, 2005, the Company began recording compensation expense associated with stock options and other forms of equity compensation in accordance with SFAS No. 123R, Share-Based Payment as interpreted by SEC Staff Accounting Bulletin No. 107. Previously the Company had accounted for stock options according to the provisions of Accounting Principals Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees, and therefore no related compensation expense was recorded for awards granted with no intrinsic value. The Company adopted the modified prospective transition method provided for under SFAS No. 123R and consequently has not retroactively adjusted results from prior periods. Under this transition method, (1) stock compensation expense associated with options granted on or after October 2, 2005 is recorded in accordance with the provisions of SFAS 123R; and (2) stock compensation expense associated with the remaining unvested portion of options granted prior to October 2, 2005 is recorded based on their grant date fair value estimated in accordance with the original provisions of SFAS No. 123, Accounting for Stock-Based Compensation.

The Company recorded $105,000 and $363,000 of compensation expense for stock options within selling, general and administrative expense for the three and nine months ended June 30, 2007. In the prior year, the Company recorded $84,000 and $387,000 of compensation expense for the three and nine months ended July 1, 2006.

Prior to the adoption of SFAS No. 123R, the benefit of tax deductions in excess of recognized stock compensation expense was reported as a reduction of taxes paid within operating cash flow. SFAS No. 123R requires that such benefits be recorded as a financing cash flow. The Company recognized $67,000 and $254,000 of excess tax benefits for the nine months ended June 30, 2007 and July 1, 2006, respectively.

Under the Company s stock option plans, employees and directors may be granted options to purchase shares of common stock at the fair market value on the date of the grant. Options granted under these plans generally vest over three years and expire ten years from the date of the grant. The fair value of each option award granted prior to October 1, 2005 was estimated on the date of grant using a Black-Scholes option-pricing model. With the adoption of SFAS 123R, the Company determined that it would use a Monte Carlo valuation model for options granted subsequent to October 1, 2005. The weighted average estimated fair value of stock options granted during the nine months ended June 30, 2007 and July 1, 2006 was $8.21 and $7.58, respectively, based on the following weighted average assumptions:

	Nine Months Ended	
	June 30, 2007	**July 1, 2006**
Risk-free interest rate	4.88%	4.80%
Dividend yield	0.70%	0.77%
Expected volatility	68.96%	70.47%
Expected term (in years)	2.93	3.55

The assumptions utilized in the valuation model are evaluated and revised, as necessary, to reflect market conditions and actual historical experience. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. The dividend yield is calculated based on the Company s annual dividend as of the option grant date. The expected volatility is derived using a term structure based on historical volatility and the volatility implied by exchange-traded options on the Company s stock. The expected term for options is based on the results of a Monte Carlo simulation model, using the model s estimated fair value as an input to the Black-Scholes-Merton model, and then solving for the expected term.

As of June 30, 2007, there were 1,397,000 shares available for future grants under the Company s equity incentive plans. The following table summarizes stock option activity for the nine months ended June 30, 2007:

					Contractual	**Aggregate**
		Exercise Price Per Share			**Term**	**Intrinsic**
	Options			**Weighted**	**Weighted**	**Value**
(Share amounts in thousands)	**Outstanding**	**Range**		**Average**	**Average**	*(in thousands)*
Outstanding at September 30, 2006	282	$ 0.18	$20.26	$ 7.37		
Granted	43	17.11	17.11	17.11		
Exercised	23	7.12	7.12	7.12		
Forfeited or expired	2	20.26	20.26	20.26		
Outstanding at June 30, 2007	300	0.18	20.26	8.72	6.57 years	$ 2,510
Vested and anticipated to vest in future at June 30, 2007	295			8.63	6.53 years	2,494
Exercisable at June 30, 2007	179			4.74	5.02 years	2,156

As of June 30, 2007, there were $435,000 of unrecognized compensation costs remaining related to unvested awards, which are expected to be recognized over a weighted average period of 1.12 years. There were no stock option awards that vested during the three months ended June 30, 2007 and July 1, 2006.

Restricted Stock Awards. During the nine months ended June 30, 2007, the Company granted 44,508 shares of restricted stock to key employees which had a total market value of approximately $763,000 as of the grant date. The following table summarizes restricted stock activity during the nine months ended June 30, 2007:

(Share amounts in thousands)	**Restricted Stock Awards Outstanding**	**Weighted Average Grant Date Fair Value**
Balance, September 30, 2006	103	$ 12.27
Granted	45	17.14
Released	(28)	12.51
Balance, June 30, 2007	120	13.99

The Company recorded amortization expense of $170,000 and $518,000 for restricted stock within selling, general and administration expense for the three and nine months ended June 30, 2007, respectively. In the prior year, the Company recorded $106,000 and $453,000 of amortization expense for restricted stock for the three and nine months ended July 1, 2006, respectively. The Company will continue to amortize the remaining unamortized balance over the vesting period of one to three years.

(5) Income Taxes

The Company has recorded the following amounts for deferred income tax assets and accrued income taxes on its consolidated balance sheet as of June 30, 2007: a current deferred income tax asset of $1.2 million (net of valuation allowance) in prepaid expenses and other, a non-current deferred income tax asset of $1.7 million (net of valuation allowance) in other assets, and accrued income taxes payable of $1.6 million in accrued expenses. The Company has $9.6 million of gross state operating loss carryforwards (NOLs) as of June 30, 2007 that begin to expire in six years, but principally expire in 13 17 years.

The realization of the Company s deferred income tax assets is entirely dependent upon the Company s ability to generate future taxable income in applicable jurisdictions. Generally accepted accounting principles (GAAP) require that the Company periodically assess the need to establish a valuation allowance against its deferred income tax assets to the extent the Company no longer believes it is more likely than not that they will be fully utilized. As of June 30, 2007, the Company had recorded a valuation allowance of $601,000 pertaining to various state NOLs that were not anticipated to be utilized. The valuation allowance established by the Company is subject to periodic review and adjustment based on changes in facts and circumstances and would be reduced should the Company utilize the state NOLs against which an allowance had been provided or determine that such utilization is more likely than not.

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN No. 48) which clarifies the criteria for the recognition and measurement of uncertain tax positions in accordance with the provisions of SFAS No. 109, Accounting for Income Taxes. FIN No. 48 is effective for the Company in fiscal 2008 and requires that the cumulative effect of applying its provisions be disclosed separately as a one-time, non-cash charge against the opening balance of retained earnings in the year of adoption. At this time, the Company has not determined what effect, if any, the adoption of FIN No. 48 will have on its financial position or results of operations.

(6) Employee Benefit Plans

Retirement plans. The Company has one defined benefit pension plan, the Insteel Wire Products Company Retirement Income Plan for Hourly Employees, Wilmington, Delaware (the Delaware Plan). The Delaware Plan provides benefits for eligible employees based primarily upon years of service and compensation levels. The Company s funding policy is to contribute amounts at least equal to those required by law. No contributions were made to the Delaware Plan during the three and nine months ended June 30, 2007 and no contributions are expected to be made during the fiscal year ending September 29, 2007. The net periodic pension costs and related components for the Delaware Plan for the three and nine months ended June 30, 2007 and July 1, 2006, respectively, are as follows:

	(Unaudited)			
	Three Months Ended		**Nine Months Ended**	
(In thousands)	**June 30, 2007**	**July 1, 2006**	**June 30, 2007**	**July 1, 2006**
Service cost	$	$ 19	$ 20	$ 57
Interest cost	65	66	195	198
Expected return on plan assets	(83)	(60)	(249)	(180)
Recognized net actuarial loss	28	32	84	96
Net periodic pension cost	10	57	50	171
Curtailment loss			2	
Total pension cost	$ 10	$ 57	$ 52	$ 171

In connection with the collective bargaining agreement that was reached between the Company and the labor union at the Delaware facility in November 2004, the Delaware Plan was frozen whereby there will be no new plan participants. In connection with the expiration of the previous collective bargaining agreement in November 2006, benefits under the Delaware plan were frozen whereby participants will no longer earn additional benefits after January 1, 2007. Accordingly, a curtailment loss of $2,000 was recorded for the nine months ended June 30, 2007.

In September 2006, the FASB issued SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans. SFAS No. 158 requires that an employer recognize the overfunded or underfunded status of a defined benefit postretirement plan in its statement of financial position and changes in the funded status in the year in which the changes occur through other comprehensive income. SFAS No. 158 also requires the measurement of defined benefit plan assets and obligations as of the date of the employer s fiscal year-end statement of financial position. The requirement to recognize the funded status of a benefit plan and the disclosure requirements is effective for the Company as of the last day of fiscal year 2007. The requirement to measure plan assets and benefit obligations as of the date of the fiscal year-end balance sheet is effective for the Company beginning in fiscal 2009. At this time, the Company is evaluating the impact, if any, the adoption of SFAS No. 158 will have on its financial position or results of operations.

(7) Credit Facilities

As of June 30, 2007, the Company had a $100.0 million revolving credit facility in place to supplement its operating cash flow in funding its working capital, capital expenditure and general corporate requirements. As of June 30, 2007, no borrowings were outstanding on the revolving credit facility, $60.7 million of additional borrowing capacity was available and outstanding letters of credit totaled $3.3 million.

Advances under the credit facility are limited to the lesser of the revolving credit commitment or a borrowing base amount that is calculated based upon a percentage of eligible receivables and inventories plus, upon the Company s request and subject to certain conditions, a percentage of eligible equipment and real estate. Interest rates on the revolver are based upon (1) a base rate that is established at the higher of the prime rate or 0.50% plus the federal funds rate, or (2) at the election of the Company, a LIBOR rate, plus in either case, an applicable interest rate margin. The applicable interest rate margins are adjusted on a quarterly basis based upon the amount of excess availability on the revolver within the range of 0.00% 0.50% for the base rate and 1.25% 2.00% for the LIBOR rate. In addition, the applicable interest rate margins would be adjusted to the highest percentage indicated for each range upon the occurrence of certain events of default provided for under the credit facility. Based on the Company s excess availability as of June 30, 2007, the applicable interest rate margins were 0.00% for the base rate and 1.25% for the LIBOR rate on the revolver.

The Company s ability to borrow available amounts under the revolving credit facility will be restricted or eliminated in the event of certain covenant breaches, events of default or if the Company is unable to make certain representations and warranties provided for in the credit agreement.

Financial Covenants

The terms of the credit facility require the Company to maintain a Fixed Charge Coverage Ratio (as defined in the Credit Agreement) of not less than: (1) 1.10 at the end of each fiscal quarter for the twelve-month period then ended when the amount of excess availability on the revolving credit facility is less than $10.0 million and the applicable borrowing base only includes eligible receivables and inventories; or (2) 1.15 at the end of each fiscal quarter for the twelve-month period then ended when the amount of excess availability on the revolving credit facility is less than $10.0 million and the applicable borrowing base includes eligible receivables, inventories, equipment and real estate. As of June 30, 2007, the Company was in compliance with all of the financial covenants under the credit facility.

Negative Covenants

In addition, the terms of the credit facility restrict the Company s ability to, among other things: engage in certain business combinations or divestitures; make investments in or loans to third parties, unless certain conditions are met with respect to such investments or loans; pay cash dividends or repurchase shares of the Company s stock subject to certain minimum borrowing availability requirements; incur or assume indebtedness; issue securities; enter into certain transactions with affiliates of the Company; or permit liens to encumber the Company s property and assets. As of June 30, 2007, the Company was in compliance with all of the negative covenants under the credit facility.

Events of Default

Under the terms of the credit facility, an event of default will occur with respect to the Company upon the occurrence of, among other things: a default or breach by the Company or any of its subsidiaries under any agreement resulting in the acceleration of amounts due in excess of $500,000 under such agreement; certain payment defaults by the Company or any of its subsidiaries in excess of $500,000; certain events of bankruptcy or insolvency with respect to the Company; an entry of judgment against the Company or any of its subsidiaries for greater than $500,000, which amount is not covered by insurance; or a change of control of the Company.

(8) Earnings Per Share

The reconciliation of basic and diluted earnings per share (EPS) for the three and nine months ended June 30, 2007 and July 1, 2006, respectively, are as follows:

	(Unaudited)			
	Three Months Ended		Nine Months Ended	
(In thousands, except per share amounts)	June 30, 2007	July 1, 2006	June 30, 2007	July 1, 2006
Net earnings	$ 8,307	$ 7,882	$ 18,999	$ 22,961
Weighted average shares outstanding:				
Weighted average shares outstanding (basic)	18,158	18,075	18,136	18,380
Dilutive effect of stock-based compensation	168	188	168	161
Weighted average shares outstanding (diluted)	18,326	18,263	18,304	18,541
Per share (basic):				
Earnings from continuing operations	$ 0.46	$ 0.50	$ 1.06	$ 1.36
Loss from discontinued operations		(0.07)	(0.01)	(0.11)
Net earnings	$ 0.46	$ 0.43	$ 1.05	$ 1.25
Per share (diluted):				
Earnings from continuing operations	$ 0.46	$ 0.50	$ 1.05	$ 1.35
Loss from discontinued operations	(0.01)	(0.07)	(0.01)	(0.11)
Net earnings	$ 0.45	$ 0.43	$ 1.04	$ 1.24

Options to purchase 81,000 shares and 64,000 shares for the three and nine months ended June 30, 2007, respectively, were antidilutive and were not included in the diluted EPS calculation. In the prior year, options to purchase 21,000 shares and 45,000 shares for the three and nine months ended July 1, 2006, respectively, were antidilutive and were not included in the diluted EPS calculation.

(9) Other Financial Data

Balance sheet information:

	(Unaudited)	
(In thousands)	**June 30, 2007**	**September 30, 2006**
Accounts receivable, net:		
Accounts receivable	$ 35,706	$ 38,183
Less allowance for doubtful accounts	(637)	(664)
Total	$ 35,069	$ 37,519
Inventories:		
Raw materials	$ 37,653	$ 27,160
Work in process	2,319	1,657
Finished goods	19,745	17,980
Total	$ 59,717	$ 46,797
Other assets:		
Cash surrender value of life insurance policies	$ 4,282	$ 3,500
Non-current deferred tax assets	1,701	2,176
Capitalized financing costs, net	1,467	1,841
Prepaid pension cost	1,190	1,242
Assets held for sale	583	583
Other	305	311
Total	$ 9,528	$ 9,653
Property, plant and equipment, net:		
Land and land improvements	$ 5,519	$ 5,345
Buildings	31,860	28,473
Machinery and equipment	73,837	60,090
Construction in progress	13,679	18,013
	124,895	111,921
Less accumulated depreciation	(59,644)	(56,704)
Total	$ 65,251	$ 55,217
Accrued expenses:		
Salaries, wages and related expenses	$ 3,294	$ 4,084
Income taxes	1,629	2,805
Customer rebates	698	758

Cash dividends		546		543
Property taxes		524		641
Worker s compensation		338		119
Sales allowance reserve		236		236
Other		274		633
Total	$	7,539	$	9,819

(10) Business Segment Information

Following the Company s exit from the industrial wire business (see Note 2 to the consolidated financial statements), the Company s operations are entirely focused on the manufacture and marketing of concrete reinforcing products, including welded wire reinforcement and prestressed concrete strand (PC strand), for the concrete construction industry. Based on the criteria specified in SFAS No. 131, Disclosures about Segments of an Enterprise and Related

Information,   the Company has one reportable segment. The results of operations for the industrial wire products business have been reported as discontinued operations for all periods presented.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, particularly under the caption   Outlook   below. When used in this report, the words believes,   anticipates,   expects,   estimates,   intends,   may,   should and similar expressions are intended t forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, such forward-looking statements are subject to a number of risks and uncertainties, and we can provide no assurances that such plans, intentions or expectations will be implemented or achieved. All forward-looking statements are based on information that is current as of the date of this report. Many of these risks and uncertainties are discussed in detail, and where appropriate, updated in our periodic reports, in particular under the caption   Risk Factors   in our report on Form 10-K for the year ended September 30, 2006, filed with the U.S. Securities and Exchange Commission. You should read these risk factors carefully.

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. All forward-looking statements speak only to the respective dates on which such statements are made and we do not undertake and specifically decline any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

It is not possible to anticipate and list all risks and uncertainties that may affect our future operations or financial performance; however, they would include, but are not limited to, the following:

general economic and competitive conditions in the markets in which we operate;

the continuation of favorable demand trends for our concrete reinforcing products resulting from increases in spending for nonresidential construction;

the severity and duration of the downturn in residential construction activity and the impact on those portions of our business that are correlated with the housing sector;

the cyclical nature of the steel and building material industries;

fluctuations in the cost and availability of our primary raw material, hot-rolled steel wire rod, from domestic and foreign suppliers;

our ability to raise selling prices in order to recover increases in wire rod costs;

changes in U.S. or foreign trade policy affecting imports or exports of steel wire rod or our products;

the impact of increased imports of PC strand;

unanticipated changes in customer demand, order patterns and inventory levels;

our ability to further develop the market for engineered structural mesh (ESM) and expand our shipments of ESM;

the timely and successful completion of the expansions of our ESM and prestressed concrete strand (PC strand) operations;

the actual net proceeds realized and closure costs incurred in connection with our exit from the industrial wire business;

legal, environmental or regulatory developments that significantly impact our operating costs;

unanticipated plant outages, equipment failures or labor difficulties;

continued escalation in certain of our operating costs; and

the Risk Factors discussed in our Form 10-K for the year ended September 30, 2006.

Overview

Following our exit from the industrial wire business (see Note 2 to the consolidated financial statements), our operations are entirely focused on the manufacture and marketing of concrete reinforcing products, including welded wire reinforcement and PC strand for the concrete construction industry. The results of operations for the industrial wire products business have been reported as discontinued operations for all periods presented. Unless specifically indicated otherwise, all amounts and percentages presented in management s discussion and analysis are exclusive of discontinued operations.

Results of Operations

Statements of Operations Selected Data
(Dollars in thousands)

	Three Months Ended			Nine Months Ended		
	June 30, 2007	**Change**	**July 1, 2006**	**June 30, 2007**	**Change**	**July 1, 2006**
Net sales	$78,966	(13.8%)	$91,644	$223,448	(9.5%)	$247,024
Gross profit	17,352	(6.1%)	18,486	43,334	(17.6%)	52,578
Percentage of net sales	*22.0%*		*20.2%*	*19.4%*		*21.3%*
Selling, general and administrative expense	$ 4,202	6.0%	$ 3,965	$ 13,038	4.0%	$ 12,538
Percentage of net sales	*5.3%*		*4.3%*	*5.8%*		*5.1%*
Interest expense	$ 155	4.7%	$ 148	$ 451	(15.2%)	$ 532
Effective income tax rate	36.1%		37.1%	36.4%		37.5%
Earnings from continuing operations	$ 8,344	(8.0%)	$ 9,065	$ 19,219	(22.9%)	$ 24,924
Loss from discontinued operations	(37)	N/M	(1,183)	(220)	N/M	(1,963)
Net earnings	8,307	5.4%	7,882	18,999	(17.3%)	22,961

N/M = not meaningful

Third Quarter of Fiscal 2007 Compared to Third Quarter of Fiscal 2006

Net Sales

Net sales for the third quarter of 2007 decreased 13.8% to $79.0 million from $91.6 million in the same year-ago period. Shipments for the quarter decreased 19.8% while average selling prices rose 7.4% from the prior year levels. The reduction in shipments was driven by a combination of factors including: (1) our decision not to solicit new business from the posttension segment of the PC strand market during the quarter due to low-priced import competition; (2) the continuation of weak demand and inventory reduction measures pursued by customers that have been negatively impacted by the downturn in residential construction activity; and (3) the unfavorable weather conditions in certain of our markets during the quarter that reduced the level of construction activity.

Gross Profit

Gross profit for the third quarter of 2007 decreased 6.1% to $17.4 million, or 22.0% of net sales from $18.5 million, or 20.2% of net sales in the same year-ago period. The decrease in gross profit was due to the reduction in shipments and higher unit manufacturing costs, which was partially offset by higher spreads between average selling prices and raw material costs following the price increases that were implemented at the beginning of the quarter.

Selling, General and Administrative Expense

Selling, general and administrative expense for the third quarter of 2007 increased 6.0% to $4.2 million, or 5.3% of net sales from $4.0 million, or 4.3% of net sales in the same year-ago period. The increase was primarily due to higher compensation expense ($230,000).

Interest Expense

Interest expense for the third quarter of 2007 was relatively flat at $155,000 compared with $148,000 in the same year-ago period.

Income Taxes

Our effective income tax rate for the third quarter of 2007 decreased to 36.1% from 37.1% in the same year-ago period primarily due to a lower effective state tax rate in the current period.

Earnings From Continuing Operations

Earnings from continuing operations for the third quarter of 2007 decreased 8.0% to $8.3 million, or $0.46 per diluted share from $9.1 million, or $0.50 per diluted share in the same year-ago period primarily due to the lower sales and gross profit.

Loss From Discontinued Operations

The loss from discontinued operations for the third quarter of fiscal 2007 decreased to $37,000 or $0.01 per diluted share from $1.2 million, or $0.07 per diluted share in the same year-ago period. The current year loss reflects the non-recurring closure costs incurred associated with our exit from the industrial wire business and closure of our Fredericksburg, Virginia manufacturing facility. The prior year loss reflects the operating losses incurred by the industrial wire business together with the non-recurring closure costs.

Net Earnings

Net earnings for the third quarter of 2007 increased 5.4% to $8.3 million, or $0.45 per diluted share from $7.9 million, or $0.43 per diluted share in the same year-ago period as the reduction in the loss from discontinued operations associated with our exit from the industrial wire business and closure of our Fredericksburg, Virginia manufacturing facility exceeded the unfavorable impact of the lower sales and gross profit.

First Nine Months of Fiscal 2007 Compared to First Nine Months of Fiscal 2006

Net Sales

Net sales for the first nine months of 2007 decreased 9.5% to $223.4 million from $247.0 million in the same year-ago period. Shipments for the first nine months of 2007 decreased 12.0% while average selling prices rose 2.8% from the prior year levels. The reduction in shipments was driven by a combination of factors including: (1) the continuation of weak demand and inventory reduction measures pursued by customers that have been negatively impacted by the downturn in residential construction activity; (2) our decision not to solicit new business from the posttension segment of the PC strand market during the third quarter due to low-priced import competition; and (3) the unfavorable weather conditions in certain of our markets that reduced the level of construction activity.

Gross Profit

Gross profit for the first nine months of 2007 decreased 17.6% to $43.3 million, or 19.4% of net sales from $52.6 million, or 21.3% of net sales in the same year-ago period. The decrease in gross profit was due to the reduction in shipments and higher unit manufacturing costs, which was partially offset by higher spreads between average selling prices and raw material costs.

Selling, General and Administrative Expense

Selling, general and administrative expense for the first nine months of 2007 increased 4.0% to $13.0 million, or 5.8% of net sales from $12.5 million, or 5.1% of net sales in the same year-ago period. The increase was primarily due to higher compensation expense ($750,000) which was partially offset by lower employee benefit costs ($354,000).

Table of Contents

Other Income

Other income for the first nine months of 2007 decreased to $76,000 from $249,000 in the same year-ago period. The income for the prior year was primarily comprised of $128,000 of duties related to the dumping and countervailing duty cases that were filed by a coalition of domestic PC strand producers which included us.

Interest Expense

Interest expense for the first nine months of 2007 decreased 15.2% to $451,000 from $532,000 in the same year-ago period due to lower average outstanding balances on the revolving credit facility in the current period together with lower amortization expense associated with capitalized financing costs.

Income Taxes

Our effective income tax rate for the first nine months of 2007 decreased to 36.4% from 37.5% in the same year-ago period primarily due to a lower effective state tax rate in the current period.

Earnings From Continuing Operations

Earnings from continuing operations for the first nine months of 2007 decreased 22.9% to $19.2 million, or $1.05 per diluted share from $24.9 million, or $1.35 per diluted share in the same year-ago period primarily due to the lower sales and gross profit.

Loss From Discontinued Operations

The loss from discontinued operations for the first nine months of 2007 decreased to $220,000 or $0.01 per diluted share from $2.0 million, or $0.11 per diluted share in the same year-ago period. The current year loss reflects the non-recurring closure costs incurred associated with our exit from the industrial wire business and closure of our Fredericksburg, Virginia manufacturing facility. The prior year loss reflects the operating losses incurred by the industrial wire business together with the non-recurring closure costs.

Net Earnings

Net earnings for the first nine months of 2007 decreased 17.3% to $19.0 million, or $1.04 per diluted share from $23.0 million, or $1.24 per diluted share in the same year-ago period primarily due to the lower sales and gross profit which was partially offset by the reduction in the loss from discontinued operations associated with our exit from the industrial wire business and closure of our Fredericksburg, Virginia manufacturing facility.

Liquidity and Capital Resources

Selected Financial Data
(Dollars in thousands)

	Nine Months Ended	
	June 30, 2007	**July 1, 2006**
Net cash provided by operating activities of continuing operations	$ 10,657	$ 32,968
Net cash used for investing activities of continuing operations	(13,931)	(12,184)
Net cash used for financing activities of continuing operations	(820)	(21,852)
Net cash provided by (used for) operating activities of discontinued operations	(244)	2,409
Net cash used for investing activities of discontinued operations		(37)
Working capital	65,468	52,482
Total long-term debt		
Shareholders equity	140,918	111,093
Total capital (total long-term debt + shareholders equity)	140,918	111,093

Cash Flow Analysis

Operating activities of continuing operations provided $10.7 million of cash for the first nine months of 2007 compared to $33.0 million in the same year-ago period. The decrease was largely due to a $16.6 million reduction in cash provided by the net change in the working capital components of receivables, inventories, and accounts payable and accrued expenses together with a $4.0 million decrease in earnings from continuing operations. Net working capital used $14.6 million in the current year while providing $3.1 million in the prior year largely due to the $12.9 million increase in inventories in the current year together with the $4.1 million reduction in accounts payable and accrued expenses. The increase in inventory in the current year resulted from higher raw material purchases that were made in anticipation of future price increases together with lower than anticipated shipments. In the prior year, accounts payable and accrued expenses increased by $15.9 million primarily due to higher purchases and favorable changes in the mix of vendor payment terms.

Investing activities of continuing operations used $13.9 million of cash for the first nine months of 2007 compared to $12.2 million in the same year-ago period. Capital expenditures amounted to $13.3 million for the current year largely due to capital outlays associated with our Texas and North Carolina ESM expansions, Tennessee PC strand expansion, various equipment upgrades for our Florida PC strand operation and Delaware welded wire reinforcing facility, and recurring maintenance requirements. Capital expenditures are expected to total $18.0 million for 2007 and decline to an ongoing maintenance range of $3.0 to $5.0 million beginning in 2008. The actual amounts for these future expenditures are subject to change based on the timing of certain outlays around the end of 2007 which could potentially move into 2008, additional growth opportunities that may arise, adjustments in project timelines, future market conditions and our financial performance.

Financing activities of continuing operations used $0.8 million of cash for the first nine months of 2007 compared to $21.9 million in the same year-ago period. The year-to-year change was largely due to the $16.0 million reduction in long-term debt and the $8.5 million of share repurchases in the prior year. Cash used for financing activities for the current year was primarily related to the payment of cash dividends.

Credit Facilities

As of June 30, 2007, we had a $100.0 million revolving credit facility in place to supplement our operating cash flow in funding our working capital, capital expenditure and general corporate requirements. As of June 30, 2007, no borrowings were outstanding on the revolving credit facility, $60.7 million of additional borrowing capacity was available and outstanding letters of credit totaled $3.3 million (see Note 7 to the consolidated financial statements).

Our balance sheet was debt-free as of June 30, 2007 and July 1, 2006. We believe that, in the absence of significant unanticipated cash demands, net cash generated by operating activities and amounts available under our revolving credit facility will be sufficient to satisfy our expected requirements for working capital, capital expenditures, dividends and share repurchases, if any.

Off Balance Sheet Arrangements

We do not have any material transactions, arrangements, obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons, as defined by Item 303(a)(4) of Regulation S-K of the SEC, that have or are reasonably likely to have a material current or future impact on our financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

Contractual Obligations

Our contractual obligations and commitments have not materially changed since September 30, 2006.

Critical Accounting Policies

Our financial statements have been prepared in accordance with accounting policies generally accepted in the United States. Our discussion and analysis of our financial condition and results of operations are based on these financial statements. The preparation of our financial statements requires the application of these accounting policies in addition to certain estimates and judgments based on current available information, actuarial estimates, historical results and other assumptions believed to be reasonable. Actual results could differ from these estimates.

The following critical accounting policies are used in the preparation of the financial statements:

Revenue recognition and credit risk. We recognize revenue from product sales in accordance with Staff Accounting Bulletin (SAB) No. 104 when products are shipped and risk of loss and title has passed to the customer. Substantially all of our accounts receivable are due from customers that are located in the United States and we generally require no collateral depending upon the creditworthiness of the account. We provide an allowance for doubtful accounts based upon our assessment of the credit risk of specific customers, historical trends and other information. There is no disproportionate concentration of credit risk.

Allowance for doubtful accounts. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to change significantly, adjustments to the allowances may be required. While we believe our recorded trade receivables will be collected, in the event of default in payment of a trade receivable, we would follow normal collection procedures.

Excess and obsolete inventory reserves. We write down the carrying value of our inventory for estimated obsolescence to reflect the lower of the cost of the inventory or its estimated net realizable value based upon assumptions about future demand and market conditions. If actual market conditions for our products are substantially different than our projections, adjustments to these reserves may be required.

Accruals for self-insured liabilities and litigation. We accrue estimates of the probable costs related to self-insured medical and workers compensation claims and legal matters. These estimates have been developed in consultation with actuaries, our legal counsel and other advisors and are based on our current understanding of the underlying facts and circumstances. Because of uncertainties related to the ultimate outcome of these issues as well as the possibility of changes in the underlying facts and circumstances, adjustments to these reserves may be required in the future.

Outlook

We expect that nonresidential construction, our primary demand driver, will remain strong in 2008 supported by: (1) the continuation of favorable economic conditions; (2) higher government spending for infrastructure-related construction associated with the recently enacted federal transportation funding authorization together with the improved fiscal positions of most states and (3) post-hurricane reconstruction in the Gulf region of the U.S.

At the same time, the downturn in residential construction and related inventory reduction measures pursued by customers with greater exposure to the housing sector has adversely affected shipments during the current year. We now believe that a recovery in the housing market is unlikely to occur until sometime in 2008. In addition, increasing imports of PC strand and future escalation in raw material costs could compress margins depending upon the strength of demand and our ability to recover these additional costs in our markets.

Despite these near-term challenges, we expect that business conditions will improve through the remainder of the year and into 2008, which should support the maintenance of gross margins and spreads at attractive levels. We also expect gradually increasing contributions from our capital projects in the form of reduced operating costs and additional volume in view of the start-ups of our Tennessee PC strand and North Carolina ESM expansions during the first quarter of 2007, the anticipated start-ups of our Texas ESM expansion and new standard welded wire reinforcing line at our Delaware facility during the fourth quarter of 2007, and the completion of the equipment upgrades at our Florida PC strand plant at the end of the first quarter or early in the second quarter of 2008. In addition to these organic growth and cost reduction initiatives, we are continually evaluating potential acquisitions in existing or related products that further our penetration in current markets served or expand our geographic presence. We anticipate that these actions, together with the positive overall outlook for our nonresidential construction-related markets, should have a favorable impact on our financial performance through the remainder of the year and in 2008 (see Cautionary Note Regarding Forward-Looking Statements and Risk Factors).

Item 3. Qualitative and Quantitative Disclosures About Market Risk

Our cash flows and earnings are subject to fluctuations resulting from changes in commodity prices, interest rates and foreign exchange rates. We manage our exposure to these market risks through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. We do not use financial instruments for trading purposes and we are not a party to any leveraged derivatives. We monitor our underlying market risk exposures on an ongoing basis and believe that we can modify or adapt our hedging strategies as necessary.

Commodity Prices

We do not use derivative commodity instruments to hedge our exposures to changes in commodity prices. Our principal commodity price exposure is hot-rolled carbon steel wire rod, our primary raw material, which we purchase from both domestic and foreign suppliers and is denominated in U.S. dollars. We negotiate quantities and pricing for both domestic and foreign steel wire rod purchases for varying periods (most recently monthly for domestic suppliers), depending upon market conditions, to manage our exposure to price fluctuations and to ensure adequate availability of material consistent with our requirements. Our ability to acquire steel wire rod from foreign sources on favorable terms is impacted by fluctuations in foreign currency exchange rates, foreign taxes, duties, tariffs and other trade actions. Although changes in wire rod costs and our selling prices may be correlated over extended periods of time, depending upon market conditions, there may be periods during which we are unable to fully recover increased rod costs through higher selling prices, which reduces our gross profit and cash flow from operations.

Interest Rates

Although we were debt-free as of June 30, 2007, future borrowings under our senior secured credit facility are sensitive to changes in interest rates.

Foreign Exchange Exposure

We have not typically hedged foreign currency exposures related to transactions denominated in currencies other than U.S. dollars, as such transactions have not been material in the past. We will occasionally hedge firm commitments for certain equipment purchases that are denominated in foreign currencies. The decision to hedge any such transactions is made by us on a case-by-case basis. There were no forward contracts outstanding as of June 30, 2007.

Item 4. Controls and Procedures

We have conducted an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2007, the end of the period covered by this report. This evaluation was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, we have concluded that these disclosure controls and procedures were effective, in all material respects, to ensure that information required to be disclosed in the reports filed by us and submitted under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized and reported as and when required. Further we concluded that our disclosure controls and procedures have been designed to ensure that information required to be disclosed in reports filed by us under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, in a manner to allow timely decisions regarding the required disclosure.

There has been no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II Other Information

Item 1A. Risk Factors

There are no material changes from the risk factors set forth under Part I, Item 1A. Risk Factors in our Form 10-K for the fiscal year ended September 30, 2006. You should carefully consider these factors in addition to the other information set forth in this report which could materially affect our business, financial condition or future results. The risks described in this report and in our Form 10-K for the year ended September 30, 2006 are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On January 10, 2007, our Board of Directors authorized the repurchase of up to $25.0 million of our outstanding common stock over a period of up to twelve months ending January 5, 2008. During the nine months ended June 30, 2007, we did not repurchase any of our common stock under the repurchase program or otherwise.

Repurchases may be made from time to time in the open market or in privately negotiated transactions subject to market conditions, applicable legal requirements and other factors. We are not obligated to acquire any particular amount of common stock and the program may be suspended at any time at our discretion.

Item 6. Exhibits

a. Exhibits:

31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act.
32.1	Certification of CEO pursuant to Section 906 of the Sarbanes-Oxley Act.
32.2	Certification of CFO pursuant to Section 906 of the Sarbanes-Oxley Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INSTEEL INDUSTRIES, INC.
Registrant

Date: July 31, 2007	By: /s/ H.O. Woltz III H.O. Woltz III President and Chief Executive Officer
Date: July 31, 2007	By: /s/ Michael C. Gazmarian Michael C. Gazmarian Vice President, Chief Financial Officer and Treasurer