

INSTEEL INDUSTRIES INC

Form 4

November 17, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETELLE JAMES F

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

10/29/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/16/2015		M	1,832 A	\$ 10.23	12,178	D
Common Stock	11/16/2015		M	318 A	\$ 13.06	12,496	D
Common Stock	11/16/2015		F	1,353 D	\$ 23.84	11,143	D
Common Stock (Restricted Stock Units)						12,038	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 10.23	11/16/2015		M	1,832	<u>(1)</u>	08/21/2022	Common Stock		1,832
Stock Option (Right to Buy)	\$ 13.06	11/16/2015		M	318	<u>(1)</u>	02/21/2022	Common Stock		318
Stock Option (Right to Buy)	\$ 18.05					<u>(1)</u>	08/17/2025	Common Stock		5,743
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock		4,839
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock		5,304
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock		5,411
Incentive Stock	\$ 10.72					<u>(1)</u>	08/08/2021	Common Stock		4,808

Option
(Right to
Buy)

Incentive
Stock

Option \$ 17.22
(Right to
Buy)

(1)

08/12/2023

Common
Stock 5,396

Incentive
Stock

Option \$ 16.45
(Right to
Buy)

(1)

02/12/2023

Common
Stock 5,230

Incentive
Stock

Option \$ 12.43
(Right to
Buy)

(1)

02/08/2021

Common
Stock 4,693

Incentive
Stock

Option \$ 11.15
(Right to
Buy)

(1)

02/19/2018

Common
Stock 5,278

Incentive
Stock

Option \$ 16.69
(Right to
Buy)

(1)

08/19/2018

Common
Stock 2,926

Incentive
Stock

Option \$ 17.11
(Right to
Buy)

(1)

02/13/2017

Common
Stock 2,639

Incentive
Stock

Option \$ 20.27
(Right to
Buy)

(1)

08/13/2017

Common
Stock 2,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETELLE JAMES F 1373 BOGGS DRIVE			Vice President	

MOUNT AIRY, NC 27030

Signatures

James F. Petelle

11/17/2015

__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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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