

WOLTZ H O III
Form 4
February 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
WOLTZ H O III

2. Issuer Name and Ticker or Trading Symbol
INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1373 BOGGS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

MOUNT AIRY, NC 27030

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock	11/21/2017		G	2,346 D \$ 0	492,567	D	
Common Stock	12/12/2017		G	7,147 D \$ 0	485,420	D	
Common Stock	12/12/2017		G	5,624 D \$ 0	113,328	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.
	12/12/2017		G	5,662 A \$ 0	54,798	I	

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Common Stock									Trustee of trusts for the benefit of children of H. O. Woltz III
Common Stock (Restricted Stock Units)	02/13/2018		A	5,052	A	\$ 0	40,459	D	
Common Stock							61,222	I	co-trustee of Woltz Foundation

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.69	02/13/2018		A	14,340	(1) 02/13/2028	Common Stock 14,340
Stock Option (Right to Buy)	\$ 26.75					(1) 08/07/2027	Common Stock 16,094
Stock Option (Right to Buy)	\$ 21.96					(1) 02/17/2025	Common Stock 6,451
Stock Option	\$ 18.05					(1) 08/17/2025	Common Stock 7,657

