

WOLTZ H O III
Form 5
October 09, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/21/2018

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

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

6. Individual or Joint/Group Reporting (check applicable line)

MOUNT AIRY, NC 27030

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) | (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 08/21/2018 | Â | G | 1,650 | D | \$ 0 | 494,023 | D | Â |
| Common Stock | 08/22/2018 | Â | G | 200 | D | \$ 0 | 493,823 | D | Â |
| Common Stock (Restricted Stock Units) | Â | Â | Â | Â | Â | Â | 28,902 | D | Â |
| | Â | Â | Â | Â | Â | Â | 113,328 | I | |

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| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|--|--|
| Common Stock | | | | | | | | | | Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr. |
| Common Stock | Â | Â | Â | Â | Â | Â | 54,798 | I | | Trustee of trusts for the benefit of children of H. O. Woltz III |
| Common Stock | Â | Â | Â | Â | Â | Â | 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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SEC 2270
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 41.85 | Â | Â | Â | Â (A) Â (D) | Â (1) 08/13/2028 | Common Stock | 10,534 |
| Stock Option (Right to Buy) | \$ 34.49 | Â | Â | Â | Â (A) Â (D) | Â (1) 08/11/2026 | Common Stock | 8,643 |
| Stock Option (Right to Buy) | \$ 18.05 | Â | Â | Â | Â (A) Â (D) | Â (1) 08/17/2025 | Common Stock | 7,657 |

| | | | | | | | | | | | |
|-----------------------------|----------|---|---|---|---|---|---|-------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 23.95 | Â | Â | Â | Â | Â | Â | Â (1) | 02/11/2026 | Common Stock | 5,754 |
| Stock Option (Right to Buy) | \$ 29.69 | Â | Â | Â | Â | Â | Â | Â (1) | 02/13/2028 | Common Stock | 14,340 |
| Common Stock (Right to Buy) | \$ 37.06 | Â | Â | Â | Â | Â | Â | Â (1) | 02/07/2027 | Common Stock | 10,981 |
| Stock Option (Right to Buy) | \$ 26.75 | Â | Â | Â | Â | Â | Â | Â (1) | 08/07/2027 | Common Stock | 16,094 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLTZ H O III 1373 BOGGS DRIVE MOUNT AIRY, NC 27030 | Â X | Â | Â Chairman, President and CEO | Â |

Signatures

James F. Petelle for H. O. Woltz III
10/09/2018

__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.

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