

INSTEEL INDUSTRIES INC  
 Form 3  
 February 23, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Wagner Richard		(Month/Day/Year)	INSTEEL INDUSTRIES INC [IIN]	
(Last)	(First)	(Middle)	02/13/2007	
1373 BOGGS DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MOUNT AIRY,Â NCÂ 27030			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,238	I	Restricted

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(1) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (3)	07/26/2015	Common Stock	3,430	\$ 6.89	D	Â
Incentive Stock Option (right to buy)	Â (1)	03/04/2015	Common Stock	5,301	\$ 9.12	D	Â
Incentive Stock Option (right to buy)	Â (2)	02/14/2016	Common Stock	4,080	\$ 15.64	D	Â
Incentive Stock Option (right to buy)	Â (4)	08/14/2016	Common Stock	2,841	\$ 20.26	D	Â
Incentive Stock Option (right to buy)	Â (5)	02/13/2017	Common Stock	5,774	\$ 17.11	D	Â
Non-Qualified Stock Option (right to buy)	02/13/2008	02/13/2017	Common Stock	824	\$ 17.11	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard 1373 BOGGS DRIVE MOUNT AIRY,Â NCÂ 27030	Â	Â	Â Vice President	Â

## Signatures

Richard Wagner                      02/23/2007  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Half exercisable on 3/4/2007 and remainder on 3/4/2008
- (2) 1/3 exercisable on each of the following dates: 2/14/2007; 2/14/2008; 2/14/2009
- (3) 1/2 exercisable on 7/26/2007 and remainder on 7/26/2008
- (4) 1/3 exercisable on each of the following dates: 8/14/2007; 8/14/2008; 8/14/2009
- (5) 1,376 exercisable on 2/13/2008; 2,199 exercisable on 2/13/2009; 2,199 exercisable on 2/13/2010

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.