

GAZMARIAN MICHAEL C

Form 4

February 22, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAZMARIAN MICHAEL C

(Last) (First) (Middle)

1373 BOGGS DR

(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)

02/21/2012

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 below) ____ Other (specify below)

Vice President and CFO

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 Ownership (Instr. 4)
Common Stock (Restricted Stock Units)	02/21/2012		A	5,264 A	\$ 0 37,962	D	
Common Stock					125,252	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	\$ 13.06	02/21/2012		A		11,345		<u>(1)</u>	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72							<u>(1)</u>	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43							<u>(1)</u>	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy)	\$ 9.16							<u>(1)</u>	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39							<u>(1)</u>	02/09/2020	Common Stock	14,881
Incentive Stock Option (Right to Buy)	\$ 11.6							<u>(1)</u>	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55							<u>(1)</u>	02/10/2019	Common Stock	14,946

Incentive Stock Option (Right to Buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	<u>(1)</u>	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	<u>(1)</u>	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	<u>(1)</u>	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	<u>(1)</u>	02/14/2016	Common Stock	4,080
Incentive Stock Option (Right to Buy)	\$ 9.12	<u>(1)</u>	03/04/2015	Common Stock	5,301
Incentive Stock Option (Right to Buy)	\$ 6.89	<u>(1)</u>	07/26/2015	Common Stock	3,430

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GAZMARIAN MICHAEL C
1373 BOGGS DR
MOUNT AIRY, NC 27030

Vice President and CFO

Signatures

James F. Petelle for Michael C.
Gazmarian

02/22/2012

__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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