

INSTEEL INDUSTRIES INC  
Form 4  
March 07, 2016

**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**

(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)  
03/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	
				(A) or (D)	Price			
Common Stock	03/03/2016		S	26,100	D	\$ 26.3062	543,583	D
Common Stock	03/04/2016		S	23,783	D	\$ 26.1433	519,800	D
Common Stock	03/03/2016		S	6,149	D	\$ 26.2952	171,673	I

Co-trustee of trusts for the benefit of children of H. O. Woltz III and Edwin M Woltz

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Common Stock	03/04/2016		S	12,970	D	\$ 26.141	158,703	I	co-trustee of Trusts for the Benefit of children of H. O. Woltz III and Edwin M. Woltz
Common Stock	03/03/2016		S	2,200	D	\$ 26.2914	128,252	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.
Common Stock	03/04/2016		S	5,000	D	\$ 26.1438	123,252	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.
Common Stock (Restricted Stock Units)							45,294	D	
Common Stock							81,222	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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(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. Price of Underlying Securities (Instr. 3 and 4)
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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V	(A)	(D)		
Stock Option (Right to Buy)	\$ 23.95					Common Stock	17,261
				<u>(1)</u>	02/11/2026		
Stock Option (Right to Buy)	\$ 18.05					Common Stock	22,971
				<u>(1)</u>	08/17/2025		
Stock Option (Right to Buy)	\$ 21.96					Common Stock	19,355
				<u>(1)</u>	02/17/2025		
Common Stock (Right to Buy)	\$ 20.5					Common Stock	21,216
				<u>(1)</u>	08/12/2024		
Common Stock (Right to Buy)	\$ 19.08					Common Stock	21,645
				<u>(1)</u>	02/12/2024		
Stock Option (Right to Buy)	\$ 17.22					Common Stock	21,583
				<u>(1)</u>	08/12/2023		
Stock Option (Right to Buy)	\$ 16.45					Common Stock	20,921
				<u>(1)</u>	02/12/2023		
Stock Option (Right to Buy)	\$ 16.69					Common Stock	15,957
				<u>(1)</u>	08/19/2018		
Stock Option (Right to Buy)	\$ 17.11					Common Stock	14,395
				<u>(1)</u>	02/13/2017		
Stock Option (Right to Buy)	\$ 20.27					Common Stock	11,878
				<u>(1)</u>	08/13/2017		
Stock Option	\$ 20.26					Common Stock	6,369
				<u>(1)</u>	08/14/2016		

(Right to Buy)

## Reporting Owners

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

## Signatures

James F. Petelle for H. O.  
Woltz III 03/07/2016

\_\_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. 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.