#### **INSTEEL INDUSTRIES INC**

Form 4 July 27, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

may continue. See Instruction 1(b).

**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 \*

GAZMARIAN MICHAEL C

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

1373 BOGGS DRIVE

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

MOUNT AIRY, NC 27030

2. Issuer Name and Ticker or Trading

Symbol

INSTEEL INDUSTRIES INC [IIIN] 3. Date of Earliest Transaction

(Month/Day/Year)

07/26/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Execution Date, if TransactionAcquired (A) or

> Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

(Check all applicable)

below) Treasurer

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

1

### Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

| (Instr. 3)  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquire<br>(A) or<br>Dispose<br>(D)<br>(Instr. 3<br>and 5) | d of |                     |                    |                 |  |
|---|------------------------------------|------------|------------------|---------|----|--|------|---------------------|--------------------|-----------------|--|
|   |                                    |            |                  | Code    | V  | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Incentive<br>Stock<br>Option<br>(right to<br>buy) | \$ 13.78                           | 07/26/2005 |                  | A       |    | 2,573  |      | 07/26/2006          | 07/26/2015         | Common<br>Stock | 2,573                                  |

## **Reporting Owners**

| Reporting Owner Name / Address          | Relationships |           |           |       |  |  |  |  |
|---|---------------|-----------|-----------|-------|--|--|--|--|
| <b>FB</b>                               | Director      | 10% Owner | Officer   | Other |  |  |  |  |
| GAZMARIAN MICHAEL C<br>1373 BOGGS DRIVE |               |           | Treasurer |       |  |  |  |  |
| MOUNT AIRY, NC 27030                    |               |           |           |       |  |  |  |  |

## **Signatures**

By: Gary D. Kniskern For: Michael C.

Gazmarian 07/27/2005

\*\*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) grant of incentive stock options

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.

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