INSTEEL INDUSTRIES INC

Form 4 April 29, 2016

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jafroodi Scot R			2. Issuer Name and Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle) 3	3. Date of	Earliest Tra	ansaction	(0.1100)	т шт цррпоцого	,	
1373 BOGG	S DRIVE	`	(Month/Day/Year) 04/28/2016			X_ Officer (give below)	title 10% below) ccounting Office	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
MOUNT AIRY, NC 27030			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative Securities Acq	uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (oppor Disposed of (D) (Instr. 3, 4 and 5)	A) 5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature Indirect Beneficial Ownershi (Instr. 4)	

	Table 1-110h-Delivative Securities Acquired, Disposed of, or Deficientially Owned								y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/28/2016		M	2,178	A	\$ 20.27	22,260	D	
Common Stock	04/28/2016		M	5,278	A	\$ 11.15	27,538	D	
Common Stock	04/28/2016		M	2,926	A	\$ 16.69	30,464	D	
Common Stock	04/28/2016		M	5,978	A	\$ 7.55	36,442	D	
Common Stock	04/28/2016		S	16,360	D	\$ 28.793	20,082	D	

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Common Stock

(Restricted 8,303 D

Stock Units)

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number on f 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 A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.95					<u>(1)</u>	02/11/2026	Common Stock	3,165
Stock Optin (Right to Buy)	\$ 18.05					<u>(1)</u>	08/17/2025	Common Stock	4,211
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5					<u>(1)</u>	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08					<u>(1)</u>	02/12/2024	Common Stock	3,968

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Stock Option (Right to Buy)	\$ 17.22				<u>(1)</u>	08/12/2023	Common Stock	3,957
Stock Option (Right to Buy)	\$ 16.45				(1)	02/12/2023	Common Stock	3,835
Stock Option (Right to Buy)	\$ 10.23				<u>(1)</u>	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06				<u>(1)</u>	02/21/2022	Common Stock	4,538
Incentive Stock Option (Right to Buy)	\$ 10.72				<u>(1)</u>	08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 12.43				<u>(1)</u>	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16				<u>(1)</u>	08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39				<u>(1)</u>	02/09/2020	Common Stock	5,952
Incentive Stock Option (Right to Buy)	\$ 11.6				<u>(1)</u>	08/10/2019	Common Stock	4,393
Incentive Stock Option	\$ 16.69	04/28/2016	M	2,926	<u>(1)</u>	08/19/2018	Common Stock	2,926

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(right to buy)								
Incentive Stock Option (right to buy)	\$ 11.15	04/28/2016	M	5,278	<u>(1)</u>	02/19/2018	Common Stock	5,278
Incentive Stock Option (right to buy)	\$ 7.55	04/28/2016	M	5,978	<u>(1)</u>	02/10/2019	Common Stock	5,978
Incentive Stock Option (right to buy)	\$ 20.27	04/28/2016	M	2,178	<u>(1)</u>	08/13/2017	Common Stock	2,178

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jafroodi Scot R

1373 BOGGS DRIVE Chief Accounting Officer

MOUNT AIRY, NC 27030

Signatures

James F. Petelle for Scot R. 04/29/2016

**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 1 year from grant date.

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