INSTEEL INDUSTRIES INC
Form 4
December 08, 2015

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 *
PETELLE JAMES F

(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 [IIIN]

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2015

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2015		M		1,278	A	$ 11.15	12,421	D	
Common Stock (Restricted Stock Units)								12,038	D	

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

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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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	$ 11.15	12/07/2015		M			1,278	(1)	02/19/2018	Common Stock	1,278	
Stock Option (Right to Buy)	$ 10.23							(1)	08/21/2022	Common Stock	1,832	
Stock Option (Right to Buy)	$ 13.06							(1)	02/21/2022	Common Stock	318	
Stock Option (Right to Buy)	$ 18.05							(1)	08/17/2025	Common Stock	5,743	
Stock Option (Right to Buy)	$ 21.96							(1)	02/17/2025	Common Stock	4,839	
Stock Option (Right to Buy)	$ 20.5							(1)	08/12/2024	Common Stock	5,304	
Stock Option (Right to Buy)	$ 19.08							(1)	02/12/2024	Common Stock	5,411	
Incentive Stock Option	$ 10.72							(1)	08/08/2021	Common Stock	4,808	

(Right to Buy)						
Incentive Stock Option (Right to Buy)	$ 17.22		(1)	08/12/2023	Common Stock	5,396
Incentive Stock Option (Right to Buy)	$ 16.45		(1)	02/12/2023	Common Stock	5,230
Incentive Stock Option (Right to Buy)	$ 12.43		(1)	02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	$ 16.69		(1)	08/19/2018	Common Stock	2,926
Incentive Stock Option (Right to Buy)	$ 20.27		(1)	08/13/2017	Common Stock	2,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETELLE JAMES F 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

Signatures

James F. Petelle	12/08/2015
**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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