

INSTEEL INDUSTRIES INC

Form 4

April 27, 2016

**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  
burden hours per  
response... 0.5

(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 [IIN]**

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

**04/26/2016**

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	04/26/2016		M		5,494	A	\$ 10.23
Common Stock	04/26/2016		M		4,808	A	\$ 10.72
Common Stock	04/26/2016		M		1,424	A	\$ 16.45
Common Stock	04/26/2016		M		2,652	A	\$ 17.22
Common Stock	04/26/2016		S		10,302	D	\$ 29.46
							18,052
							22,860
							24,284
							26,936
							16,634

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

Common Stock	04/26/2016	F	2,897	D	\$ 29.57	13,737	D
Common Stock (Restricted Stock Units)						11,324	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 10.23	04/26/2016		M	5,494	<u>(1)</u>	08/21/2022	Common Stock		5,494
Incentive Stock Option (Right to Buy)	\$ 10.72	04/26/2016		M	4,808	<u>(1)</u>	08/08/2021	Common Stock		4,808
Incentive Stock Option (Right to Buy)	\$ 16.45	04/26/2016		M	1,424	<u>(1)</u>	02/12/2023	Common Stock		1,424
Incentive Stock Option (Right to Buy)	\$ 17.22	04/26/2016		M	2,652	<u>(1)</u>	08/12/2023	Common Stock		2,652

Common Stock (Right to Buy)	\$ 23.95	<u>(1)</u>	02/11/2026	Common Stock	4,315
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	318
Stock Option (Right to Buy)	\$ 18.05	<u>(1)</u>	08/17/2025	Common Stock	5,743
Stock Option (Right to Buy)	\$ 21.96	<u>(1)</u>	02/17/2025	Common Stock	4,839
Stock Option (Right to Buy)	\$ 20.5	<u>(1)</u>	08/12/2024	Common Stock	5,304
Stock Option (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	5,411
Incentive Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	4,693

## 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	04/27/2016
<u>          </u> **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.