

INSTEEL INDUSTRIES INC
 Form 4
 February 13, 2014

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 *
Wagner Richard

(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)
 02/12/2014

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)
 Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Restricted Stock Units)	02/12/2014		A		3,603	A	\$ 0
Common Stock					40,689	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.22					<u>(1)</u> 08/12/2023		Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45					<u>(1)</u> 02/12/2023		Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23					<u>(1)</u> 08/21/2022		Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06					<u>(1)</u> 02/21/2022		Common Stock	11,345
Incentive Stock Option (Right to Buy)	\$ 10.72					<u>(1)</u> 08/08/2021		Common Stock	9,450
Stock Option (Right to Buy)	\$ 12.43					<u>(1)</u> 02/08/2021		Common Stock	3,911
Incentive Stock Option (Right to Buy)	\$ 9.16					<u>(1)</u> 08/09/2020		Common Stock	15,449
Incentive Stock Option	\$ 9.39					<u>(1)</u> 02/09/2020		Common Stock	14,881

(Right to Buy) (Common Stock)									
Incentive Stock Option (Right to Buy)	\$ 7.55				(1)	02/10/2019	Common Stock	14,946	
Incentive Stock Option (Right to Buy)	\$ 16.69				(1)	08/19/2018	Common Stock	7,314	
Incentive Stock Option (Right to Buy)	\$ 17.11				(1)	02/13/2017	Common Stock	6,598	
Incentive Stock Option (Right to Buy)	\$ 20.27				(1)	08/13/2017	Common Stock	5,444	
Incentive Stock Option (Right to Buy)	\$ 20.26				(1)	08/14/2016	Common Stock	2,841	
Incentive Stock Option (Right to Buy)	\$ 15.64				(1)	02/14/2016	Common Stock	4,080	
Stock Option (Right to Buy)	\$ 19.08	02/12/2014	A	9,921	(1)	02/12/2024	Common Stock	9,921	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard 1373 BOGGS DRIVE			Vice President	

MOUNT AIRY, NC 27030

Signatures

James F. Petelle for Richard T.
Wagner

02/13/2014

__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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