

INSTEEL INDUSTRIES INC  
Form 4  
April 29, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jafroodi Scot R

(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)  
04/28/2016

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)  
Chief Accounting Officer

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 (D) Price			
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  
Stock  
Units)

8,303 D

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

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(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
Stock Option (Right to Buy)	\$ 23.95				(1)	02/11/2026	Common Stock	3,165
Stock Option (Right to Buy)	\$ 18.05				(1)	08/17/2025	Common Stock	4,211
Stock Option (Right to Buy)	\$ 21.96				(1)	02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5				(1)	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08				(1)	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				<u>(1)</u>	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

(right to  
buy)

Incentive  
Stock

Option	\$ 11.15	04/28/2016		M	5,278	<u>(1)</u>	02/19/2018	Common Stock	5,278
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(right to  
buy)

Incentive  
Stock

Option	\$ 7.55	04/28/2016		M	5,978	<u>(1)</u>	02/10/2019	Common Stock	5,978
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(right to  
buy)

Incentive  
Stock

Option	\$ 20.27	04/28/2016		M	2,178	<u>(1)</u>	08/13/2017	Common Stock	2,178
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(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafroodi Scot R 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Chief Accounting Officer	

## Signatures

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

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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