

INSTEEL INDUSTRIES INC
Form 4
September 09, 2016

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 *
GAZMARIAN MICHAEL C

(Last) (First) (Middle)

1373 BOGGS DR

(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)

09/07/2016

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 and CFO

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 or Price		
Common Stock	09/07/2016		M		6,393 A \$ 16.45	73,684	D
Common Stock	09/07/2016		M		7,138 A \$ 17.22	80,822	D
Common Stock	09/07/2016		F		9,993 D \$ 33.72	70,829	D
Common Stock	09/08/2016		M		2,167 A \$ 16.45	72,996	D
Common Stock	09/08/2016		S		5,705 D \$ 33.578	67,291	D

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Common Stock	09/09/2016		M	1,029	A	\$ 16.45	68,320	D
Common Stock	09/09/2016		M	2,754	A	\$ 17.22	71,074	D
Common Stock	09/09/2016		S	3,783	D	\$ 33.066	67,291	D
Common Stock (Restricted Stock Units)							18,761	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
Stock Option (Right to Buy)	\$ 34.49					(1) 08/11/2026	Common Stock	5,942
Stock Option (Right to Buy)	\$ 23.95					(1) 02/11/2026	Common Stock	7,911
Stock Option (Right to Buy)	\$ 18.05					(1) 08/17/2025	Common Stock	10,528
Stock Option (Right to Buy)	\$ 21.96					(1) 02/17/2025	Common Stock	8,871

