WOLTZ H O III Form 4 August 14, 2017

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

100/ 0----

SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

INSTEEL INDUSTRIES INC [IIIN]

Symbol

(M. 41/D. /M

1(b).

(Print or Type Responses)

**WOLTZ H O III** 

(Last)

1. Name and Address of Reporting Person \*

(First)

(Middle)

1373 BOGGS DRIVE				(Month/Day/Year) 08/12/2017				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
				ndment, Date Original th/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	MOUNT AII	RY, NC 27030						Form filed by More than One Reporting Person			
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)  08/12/2017	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Security of (A) or Di (Instr. 3,  Amount 2,422	ispose	of (D) 5)  Price	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)	
	Stock Common Stock (Restricted Stock Units)	00.12.2017		-	-,		26.25	35,407	D		
	Common Stock							49,136	I	Trustee of trusts for the benefit of children of H. O.	

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			Woltz III				
Common Stock	118,952	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.				
Common Stock	61,222	[	co-trustee of Woltz Foundation				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont 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. Transactic Code (Instr. 8)	5. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.75					<u>(1)</u>	08/07/2027	Common Stock	16,094
Stock Option (Right to Buy)	\$ 21.96					<u>(1)</u>	02/17/2025	Common Stock	6,451
Stock Option (Right to Buy)	\$ 18.05					<u>(1)</u>	08/17/2025	Common Stock	7,657
Stock Option	\$ 23.95					<u>(1)</u>	02/11/2026	Common Stock	5,754

8. Prio Derive Secur (Instr.

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(Right to Buy)					
Common Stock (Right to Buy)	\$ 37.06	<u>(1)</u>	02/07/2027	Common Stock	10,981
Common Stock (Right to Buy)	\$ 20.05	<u>(1)</u>	08/12/2024	Common Stock	7,072
Stock Option (Right to Buy)	\$ 34.49	<u>(1)</u>	08/11/2026	Common Stock	12,965

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>rg</b>	Director	10% Owner	Officer	Other		
WOLTZ H O III						
1373 BOGGS DRIVE	X		Chairman, President and CEO			
MOUNT AIRY, NC 27030						

# **Signatures**

James F. Petelle for H. O.
Woltz III

\*\*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.

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