

WOLTZ H O III  
Form 4  
May 30, 2013

**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 \*  
WOLTZ H O III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INSTEEL INDUSTRIES INC [IIN]

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1373 BOGGS DRIVE

05/28/2013

Chairman, President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MOUNT AIRY, NC 27030

(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) | 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                    | 05/28/2013                           |  | M                              |   | 7,849 A \$ 7.55   | 486,271  | D   |
| Common Stock                    | 05/28/2013                           |  | M                              |   | 2,183 A \$ 11.6   | 488,454  | D   |
| Common Stock                    | 05/28/2013                           |  | S                              |   | 10,032 D \$ 18.49   | 478,422  | D   |
| Common Stock                    | 05/29/2013                           |  | M                              |   | 514 A \$ 11.6   | 478,936  | D   |
| Common Stock                    | 05/29/2013                           |  | S                              |   | 514 D \$ 18.61  | 478,422  | D   |

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|                                       |         |   |  |
|---------------------------------------|---------|---|--|
| Common Stock <u>(2)</u>               | 8,513   | I | co-executor of Howard O. Woltz, Jr. Estate               |
| Common Stock <u>(2)</u>               | 365,130 | I | co-trustee of trusts established by Howard O. Woltz, Jr. |
| Common Stock <u>(2)</u>               | 21,222  | I | Custodial account for minor child                        |
| Common Stock (Restricted Stock Units) | 77,704  | 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.**

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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. De        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 7.55  | 05/28/2013                           |  | M                              | 7,849   | <u>(1)</u>   | 02/10/2019  | Common Stock | 7,849                      |
| Stock Option (Right to Buy)                | \$ 11.6  | 05/28/2013                           |  | M                              | 2,183   | <u>(1)</u>   | 08/10/2019  | Common Stock | 2,183                      |

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|                             |          |            |   |     |            |            |              |        |
|-----------------------------|----------|------------|---|-----|------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 11.6  | 05/29/2013 | M | 514 | <u>(1)</u> | 08/10/2019 | Common Stock | 514    |
| Stock Option (Right to Buy) | \$ 9.16  |            |   |     | <u>(1)</u> | 08/09/2020 | Common Stock | 2,972  |
| Stock Option (Right to Buy) | \$ 9.39  |            |   |     | <u>(1)</u> | 02/09/2020 | Common Stock | 10,650 |
| Stock Option (Right to Buy) | \$ 16.45 |            |   |     | <u>(1)</u> | 02/12/2023 | Common Stock | 20,921 |
| Stock Option (Right to Buy) | \$ 10.23 |            |   |     | <u>(1)</u> | 08/21/2022 | Common Stock | 32,967 |
| Stock Option (Right to Buy) | \$ 13.06 |            |   |     | <u>(1)</u> | 02/21/2022 | Common Stock | 24,752 |
| Stock Option (Right to Buy) | \$ 10.72 |            |   |     | <u>(1)</u> | 08/08/2021 | Common Stock | 30,928 |
| Stock Option (Right to Buy) | \$ 12.43 |            |   |     | <u>(1)</u> | 02/08/2021 | Common Stock | 25,597 |
| Stock Option (Right to Buy) | \$ 16.69 |            |   |     | <u>(1)</u> | 08/19/2018 | Common Stock | 15,957 |
| Stock Option (Right to Buy) | \$ 17.11 |            |   |     | <u>(1)</u> | 02/13/2017 | Common Stock | 14,395 |
| Stock Option (Right to Buy) | \$ 20.27 |            |   |     | <u>(1)</u> | 08/13/2017 | Common Stock | 11,878 |
|                             | \$ 20.26 |            |   |     | <u>(1)</u> | 08/14/2016 |              | 6,369  |

