

INSTEEL INDUSTRIES INC
Form 5
October 01, 2014

FORM 5

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

OMB APPROVAL

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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WOLTZ H O III

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/06/2014

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)
Chairman, President and CEO

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/06/2014	Â	G5	250	D	\$ 0	514,513	D	Â
Common Stock	08/13/2014	Â	G5	80	D	\$ 0	514,513	D	Â
Common Stock	09/18/2014	Â	G5	2,100	D	\$ 0	514,513	D	Â
Common Stock	09/12/2014	Â	G5	3,910	D	\$ 0	356,920	I	co-trustee of trusts

Common Stock (Restricted Stock Units)	Â	Â	Â	Â	Â	Â	59,157	D	Â	established by Howard O. Woltz, Jr.
Common Stock	Â	Â	Â	Â	Â	Â	8,513	I	Â	co-executor of Howard O. Woltz, Jr. Estate
Common Stock	Â	Â	Â	Â	Â	Â	21,222	I	Â	Custodial account for minor child

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
Common Stock (Right to Buy)	\$ 20.5	Â	Â	Â	Â (A) Â (D)	Â (1) 08/12/2024	Common Stock	21,216
Common Stock (Right to Buy)	\$ 19.08	Â	Â	Â	Â (A) Â (D)	Â (1) 02/12/2024	Common Stock	21,645
Stock Option (Right to Buy)	\$ 10.23	Â	Â	Â	Â (A) Â (D)	Â (1) 08/21/2022	Common Stock	21,978

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Stock Option (Right to Buy)	\$ 13.06	Â	Â	Â	Â	Â	Â	Â (1)	02/21/2022	Common Stock	16,501
Stock Option (Right to Buy)	\$ 10.72	Â	Â	Â	Â	Â	Â	Â (1)	08/08/2021	Common Stock	10,309
Stock Option (Right to Buy)	\$ 12.43	Â	Â	Â	Â	Â	Â	Â (1)	02/08/2021	Common Stock	8,532
Stock Option (Right to Buy)	\$ 17.22	Â	Â	Â	Â	Â	Â	Â (1)	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	Â	Â	Â	Â	Â	Â	Â (1)	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	Â	Â	Â	Â	Â	Â	Â (1)	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	Â	Â	Â	Â	Â	Â	Â (1)	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	Â	Â	Â	Â	Â	Â	Â (1)	08/13/2017	Common Stock	11,878
Stock Option (Right to Buy)	\$ 20.26	Â	Â	Â	Â	Â	Â	Â (1)	08/14/2016	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64	Â	Â	Â	Â	Â	Â	Â (1)	02/14/2016	Common Stock	9,144

Reporting Owners

Reporting Owner Name / Address

Relationships

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. 10/01/2014
 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.

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