

INSTEEL INDUSTRIES INC  
Form 4  
February 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
02/12/2016

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)  
Vice President and CFO

6. Individual or Joint/Group Filing(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)	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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/12/2016		F	1,289 D \$ 24.65	137,736	D	
Common Stock (Restricted Stock Units)					20,760	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.**

SEC 1474 (9-02)

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

**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. Price or Value 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)	\$ 23.95					(1) 02/11/2026		Common Stock	7,911
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39					(1) 02/09/2020		Common Stock	6,665
Incentive Stock Option (Right to Buy)	\$ 7.55					(1) 02/10/2019		Common Stock	6,342
Incentive Stock Option (Right to Buy)	\$ 16.69					(1) 08/19/2018		Common Stock	2,438
Incentive Stock Option (Right to Buy)	\$ 17.11					(1) 02/13/2017		Common Stock	824
Incentive Stock Option (Right to Buy)	\$ 20.27					(1) 08/13/2017		Common Stock	2,549
	\$ 11.15					(1) 02/19/2018			6,502

Edgar Filing: INSTEEL INDUSTRIES INC - Form 4

Incentive Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 18.05	<u>(1)</u>	08/17/2025	Common Stock	10,528
Stock Option (Right to Buy)	\$ 21.96	<u>(1)</u>	02/17/2025	Common Stock	8,871
Stock Option (Right to Buy)	\$ 20.5	<u>(1)</u>	08/12/2024	Common Stock	9,724
Stock Option (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	9,921
Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23	<u>(1)</u>	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	11,732

