

WOLTZ H O III
Form 4
August 13, 2018

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

(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. Date of Earliest Transaction (Month/Day/Year)
08/09/2018

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/09/2018		M	4,322 A \$ 34.49	501,835	D	
Common Stock	08/09/2018		M	2,194 A \$ 20.5	504,029	D	
Common Stock	08/09/2018		M	1,899 A \$ 21.96	505,928	D	
Common Stock	08/09/2018		M	7,657 A \$ 18.05	513,585	D	
Common Stock	08/09/2018		M	5,753 A \$ 23.95	519,338	D	

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Common Stock	08/09/2018	F	14,894	D	\$ 42.86	504,444	D	
Common Stock						113,328	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.
Common Stock						54,798	I	Trustee of trusts for the benefit of children of H. O. Woltz III
Common Stock (Restricted Stock Units)						33,628	D	
Common Stock						61,222	I	co-trustee of Woltz Foundation

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 34.49	08/09/2018		M	4,322	<u>(1)</u> 08/11/2026	Common Stock	4,322

Common Stock (Right to Buy)	\$ 20.5	08/09/2018	M	2,194	<u>(1)</u>	08/12/2024	Common Stock	2,194
Stock Option (Right to Buy)	\$ 21.96	08/09/2018	M	1,899	<u>(1)</u>	02/17/2025	Common Stock	1,899
Stock Option (Right to Buy)	\$ 18.05	08/09/2018	M	7,657	<u>(1)</u>	08/17/2025	Common Stock	7,657
Stock Option (Right to Buy)	\$ 23.95	08/09/2018	M	5,753	<u>(1)</u>	02/11/2026	Common Stock	5,753
Stock Option (Right to Buy)	\$ 29.69				<u>(1)</u>	02/13/2028	Common Stock	14,340
Common Stock (Right to Buy)	\$ 37.06				<u>(1)</u>	02/07/2027	Common Stock	10,981
Stock Option (Right to Buy)	\$ 26.75				<u>(1)</u>	08/07/2027	Common Stock	16,094

Reporting Owners

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

Signatures

James F. Petelle for H. O.
Woltz III

08/13/2018

 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.

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