

WOLTZ H O III  
Form 4  
March 12, 2013

**FORM 4**

**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).

**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  
INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1373 BOGGS DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

MOUNT AIRY, NC 27030

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

(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)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 03/08/2013                           |  | S                              | V Amount (D) Price<br>35,000 D \$ 16.15                           | 477,422   | D  |  |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   | 8,513   | I  | co-executor of Howard O. Woltz, Jr. Estate               |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   | 365,130   | I  | co-trustee of trusts established by Howard O. Woltz, Jr. |

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|   |        |   |   |
|---|--------|---|---|
| Common<br>Stock <u>(2)</u>                        | 21,222 | I | Custodial<br>account for<br>minor child |
| Common<br>Stock<br>(Restricted<br>Stock<br>Units) | 77,704 | D |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Deriva<br>Securit<br>(Instr. 3) |                                     |
|---|--|---|---|--------------------------------------|--|--|---|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                       | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.16  |   |   |                                      |  | <u>(1)</u>   | 08/09/2020  | Common<br>Stock                             | 2,972                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.55  |   |   |                                      |  | <u>(1)</u>   | 02/10/2019  | Common<br>Stock                             | 13,890                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 11.6  |   |   |                                      |  | <u>(1)</u>   | 08/10/2019  | Common<br>Stock                             | 1,545                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.39  |   |   |                                      |  | <u>(1)</u>   | 02/09/2020  | Common<br>Stock                             | 10,650                              |

|                                      |          |            |            |                 |        |
|--------------------------------------|----------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 16.45 | <u>(1)</u> | 02/12/2023 | Common<br>Stock | 20,921 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 10.23 | <u>(1)</u> | 08/21/2022 | Common<br>Stock | 32,967 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.06 | <u>(1)</u> | 02/21/2022 | Common<br>Stock | 24,752 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 10.72 | <u>(1)</u> | 08/08/2021 | Common<br>Stock | 30,928 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 12.43 | <u>(1)</u> | 02/08/2021 | Common<br>Stock | 25,597 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 16.69 | <u>(1)</u> | 08/19/2018 | Common<br>Stock | 15,957 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 17.11 | <u>(1)</u> | 02/13/2017 | Common<br>Stock | 14,395 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 20.27 | <u>(1)</u> | 08/13/2017 | Common<br>Stock | 11,878 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 20.26 | <u>(1)</u> | 08/14/2016 | Common<br>Stock | 6,369  |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 15.64 | <u>(1)</u> | 02/14/2016 | Common<br>Stock | 9,144  |

## 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

03/12/2013

\_\_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.

In addition to the gifts on November 3 and November 30, 2011, this Form also reflects the beneficial interest H. O. Woltz III is deemed to hold in the estate of his father, Howard O. Woltz, Jr., and in three trusts established by his father, following the death of his father on January 2, 2011. Mr. Woltz III disclaims beneficial interest in the shares held in the estate and in trust, except to the extent of his pecuniary interest therein.

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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