

Wagner Richard
Form 4
August 21, 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 *
Wagner Richard

(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)
08/17/2018

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)
Vice President

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	08/17/2018		F		1,051	D	\$ 40.58
Common Stock	08/20/2018		M		2,459	A	\$ 26.75
Common Stock	08/20/2018		M		2,637	A	\$ 23.95
Common Stock	08/20/2018		M		3,241	A	\$ 20.5
Common Stock	08/20/2018		M		2,957	A	\$ 21.96
							40,690
							32,353
							34,812
							37,449
							43,647

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Common Stock	08/20/2018	M	7,018	A	\$ 18.05	50,665	D	
Common Stock	08/20/2018	F	12,286	D	\$ 39.83	38,379	D	
Common Stock (Restricted Stock Units)						13,248	D	
Common Stock						1,700	I	Held in 401(K) Account

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)

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
Stock Option (Right to Buy)	\$ 18.05	08/20/2018		M	7,018	(1) 08/17/2025	Common Stock	7,018
Stock Option (Right to Buy)	\$ 20.5	08/20/2018		M	3,241	(1) 08/12/2024	Common Stock	3,241
Stock Option (Right to Buy)	\$ 26.75	08/20/2018		M	2,459	(1) 08/07/2027	Common Stock	2,459
Stock Option	\$ 23.95	08/20/2018		M	2,637	(1) 02/11/2026	Common Stock	2,637

(Right to Buy)

Stock Option (Right to Buy)	\$ 21.96	08/20/2018	M	2,957	<u>(1)</u>	02/17/2025	Common Stock	2,957
Stock Option (Right to Buy)	\$ 41.85				<u>(1)</u>	08/13/2028	Common Stock	4,828
Stock Option (Right to Buy)	\$ 29.69				<u>(1)</u>	02/23/2028	Common Stock	6,573
Stock Option (Right to Buy)	\$ 37.06				<u>(1)</u>	02/07/2027	Common Stock	5,033
Stock Option (Right to Buy)	\$ 34.49				<u>(1)</u>	08/11/2026	Common Stock	5,942

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Vice President	

Signatures

James F. Petelle for Richard T. Wagner	08/21/2018
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__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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