

Jafroodi Scot R
Form 4/A
August 31, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jafroodi Scot R

(Last) (First) (Middle)

5532 GARDEN PARK LANE

(Street)

WINSTON SALEM, NC 27106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INSTEEL INDUSTRIES INC [IIN]

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

08/21/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/22/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock (Restricted Stock Units)	08/21/2012		A	2,688	A \$ 0 15,502	D	
Common Stock					10,007	D	

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

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SEC 1474
(9-02)

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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. D S (1)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.23	08/21/2012		A	6,044	(1) 08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06					(1) 02/21/2022	Common Stock	4,538
Incentive Stock Option (Right to Buy)	\$ 10.72					(1) 08/08/2021	Common Stock	5,670
Incentive Stock Option (Right to Buy)	\$ 12.43					(1) 02/08/2021	Common Stock	4,693
Incentive Stock Option (Right to Buy)	\$ 9.16					(1) 08/09/2020	Common Stock	6,180
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39					(1) 02/09/2020	Common Stock	5,952
Incentive Stock	\$ 16.69					(1) 08/19/2018	Common Stock	2,926

Option
(right to
buy)

Incentive
Stock

Option \$ 11.6
(Right to
Buy)

(1)

08/10/2019

Common
Stock

4,393

Incentive
Stock

Option \$ 11.15
(right to
buy)

(1)

02/19/2018

Common
Stock

5,278

Incentive
Stock

Option \$ 7.55
(right to
buy)

(1)

02/10/2019

Common
Stock

5,978

Incentive
Stock

Option \$ 17.11
(right to
buy)

(1)

02/13/2017

Common
Stock

2,639

Incentive
Stock

Option \$ 20.27
(right to
buy)

(1)

08/13/2017

Common
Stock

2,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jafroodi Scot R 5532 GARDEN PARK LANE WINSTON SALEM, NC 27106			Chief Accounting Officer	

Signatures

James F. Petelle for Scot R.
Jafroodi 08/31/2012

 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).

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(1) Options vest 1/3 annually beginning 1 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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