

WOLTZ H O III
Form 4
February 14, 2018

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

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(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

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

11/21/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

(Street)

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

MOUNT AIRY, NC 27030

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	11/21/2017		G	2,346 D \$ 0	492,567	D	
Common Stock	12/12/2017		G	7,147 D \$ 0	485,420	D	
Common Stock	12/12/2017		G	5,624 D \$ 0	113,328	I	Co-trustee of Trusts created by Estate of Howard O. Woltz, Jr.
	12/12/2017		G	5,662 A \$ 0	54,798	I	

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Common Stock									Trustee of trusts for the benefit of children of H. O. Woltz III
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Common Stock (Restricted Stock Units)	02/13/2018		A	5,052	A	\$ 0	40,459	D	
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Common Stock							61,222	I	co-trustee of Woltz Foundation
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 29.69	02/13/2018		A		14,340	(1) 02/13/2028	Common Stock 14,340
Stock Option (Right to Buy)	\$ 26.75						(1) 08/07/2027	Common Stock 16,094
Stock Option (Right to Buy)	\$ 21.96						(1) 02/17/2025	Common Stock 6,451
Stock Option	\$ 18.05						(1) 08/17/2025	Common Stock 7,657

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 23.95

(1)

02/11/2026

Common
Stock

5,754

Common
Stock
(Right to
Buy)

\$ 37.06

(1)

02/07/2027

Common
Stock

10,981

Common
Stock
(Right to
Buy)

\$ 20.05

(1)

08/12/2024

Common
Stock

7,072

Stock

Option
(Right to
Buy)

\$ 34.49

(1)

08/11/2026

Common
Stock

12,965

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

02/14/2018

__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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