

GAZMARIAN MICHAEL C
Form 4
August 17, 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 *
GAZMARIAN MICHAEL C

(Last) (First) (Middle)

1373 BOGGS DR

(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)

08/15/2018

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 and CFO

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 Price (D)		
Common Stock	08/15/2018		M		7,955 A \$ 19.08	78,342	D
Common Stock	08/15/2018		S		7,955 D \$ 41.21	70,387	D
Common Stock	08/16/2018		M		1,966 A \$ 19.08	72,353	D
Common Stock	08/16/2018		M		9,724 A \$ 20.5	82,077	D
Common Stock	08/16/2018		M		8,871 A \$ 21.96	90,948	D

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Common Stock	08/16/2018		M	7,019	A	\$ 18.05	97,967	D
Common Stock	08/16/2018		M	5,274	A	\$ 23.95	103,241	D
Common Stock	08/16/2018		S	32,854	D	\$ 40.604	70,387	D
Common Stock (Restricted Stock Units)							17,057	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 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)	\$ 19.08	08/15/2018		M	9,921	<u>(1)</u> 02/12/2024	Common Stock	9,921
Stock Option (Right to Buy)	\$ 20.5	08/16/2018		M	9,724	<u>(1)</u> 08/12/2024	Common Stock	9,724
Stock Option (Right to Buy)	\$ 21.96	08/16/2018		M	8,871	<u>(1)</u> 02/17/2025	Common Stock	8,871
Stock Option	\$ 18.05	08/16/2018		M	7,019	<u>(1)</u> 08/17/2025	Common Stock	7,019

(Right to Buy)									
Stock Option (Right to Buy)	\$ 23.95	08/16/2018	M	5,274	(1)	02/11/2026	Common Stock	5,274	
Stock Option (Right to Buy)	\$ 41.85				(1)	08/13/2028	Common Stock	4,828	
Stock Option (Right to Buy)	\$ 29.69				(1)	02/13/2028	Common Stock	6,573	
Stock Option (Right to Buy)	\$ 26.75				(1)	08/07/2027	Common Stock	7,377	
Stock Option (Right to Buy)	\$ 37.06				(1)	02/07/2027	Common Stock	5,033	
Stock Option (Right to Buy)	\$ 34.49				(1)	08/11/2026	Common Stock	5,942	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAZMARIAN MICHAEL C 1373 BOGGS DR MOUNT AIRY, NC 27030			Vice President and CFO	

Signatures

James F. Petelle for Michael C. Gazmarian 08/17/2018

**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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