Wagner Richard Form 4 February 21, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

1(b).

Stock

Stock

Common

02/19/2013

(Print or Type Responses)

1. Name and Ad Wagner Rich	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(M			of Earliest Tr Day/Year) 2013	ansaction			Director 10% Owner X Officer (give title Other (specify below) Vice President			
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by Mars then One Reporting				
MOUNT AI					Pe	Form filed by More than One Reporting Person				
(City)	(State)	Zip) Tab	le I - Non-D	erivative S	Securit	ies Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (action Disposed of (D) (Instr. 3, 4 and 5)			Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/19/2013		M	3,430	A	\$ 6.89	35,647	D		
Common Stock	02/19/2013		M	5,301	A	\$ 9.12	40,948	D		
Common Stock	02/19/2013		M	4,725	A	\$ 10.72	45,673	D		
Common	02/19/2013		M	13,196	A	\$ 11.15	58,869	D		

M

10,982 A

\$ 11.6

69,851

D

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Common Stock	02/19/2013	M	7,821	A	\$ 12.43	77,672	D
Common Stock	02/19/2013	S	45,455	D	\$ 16.947	32,217	D
Common Stock (Restricted Stock Units)						35,612	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)

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. Transactic Code (Instr. 8)	orDeriv Secur Acqu	rities ired (A) sposed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.45						<u>(1)</u>	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23						<u>(1)</u>	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06						<u>(1)</u>	02/21/2022	Common Stock	11,345
Incentive Stock Option (Right to Buy)	\$ 10.72	02/19/2013		M		4,725	(1)	08/08/2021	Common Stock	4,725

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Stock Option (Right to Buy)	\$ 12.43	02/19/2013	M	7,821	<u>(1)</u>	02/08/2021	Common Stock	7,821
Incentive Stock Option (Right to Buy)	\$ 9.16				<u>(1)</u>	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39				<u>(1)</u>	02/09/2020	Common Stock	14,881
Incentive Stock Option (Right to Buy)	\$ 11.6	02/19/2013	M	10,982	<u>(1)</u>	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55				<u>(1)</u>	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	02/19/2013	M	13,196	<u>(1)</u>	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69				<u>(1)</u>	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11				<u>(1)</u>	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27				<u>(1)</u>	08/13/2017	Common Stock	5,444

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Incentive Stock Option (Right to Buy)	\$ 20.26				<u>(1)</u>	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 9.12	02/19/2013	M	5,301	<u>(1)</u>	03/04/2015	Common Stock	5,301
Incentive Stock Option (Right to Buy)	\$ 15.64				<u>(1)</u>	02/14/2016	Common Stock	4,080
Incentive Stock Option (Right to Buy)	\$ 6.89	02/19/2013	M	3,430	<u>(1)</u>	07/26/2015	Common Stock	3,430

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

Wagner Richard

1373 BOGGS DRIVE Vice President

MOUNT AIRY, NC 27030

# **Signatures**

James F. Petelle for Richard T. Wagner 02/21/2013

\*\*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.

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Reporting Owners 4