

WOLTZ H O III  
Form 4  
February 22, 2013

**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 \*  
WOLTZ H O III

(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)  
02/20/2013

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)  
Chairman, President and CEO

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	02/20/2013		M		9,605 A \$ 9.12	469,988	D
Common Stock	02/20/2013		S		5,000 D \$ 17	464,988	D
Common Stock	02/20/2013		S		180 D \$ 17.05	464,808	D
Common Stock	02/21/2013		M		4,186 A \$ 9.12	468,994	D
Common Stock	02/21/2013		S		2,000 D \$ 16.1	466,994	D

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Common Stock	02/21/2013	S	389	D	\$ 16.2	466,605	D	
Common Stock <sup>(2)</sup>						8,513	I	co-executor of Howard O. Woltz, Jr. Estate
Common Stock <sup>(2)</sup>						365,130	I	co-trustee of trusts established by Howard O. Woltz, Jr.
Common Stock <sup>(2)</sup>						21,222	I	Custodial account for minor child
Common Stock (Restricted Stock Units)						77,704	D	

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.**

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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 (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)	\$ 9.12	02/20/2013		M	9,605	<sup>(1)</sup> 03/04/2015	Common Stock	9,605
Stock Option (Right to Buy)	\$ 9.12	02/21/2013		M	4,186	<sup>(1)</sup> 03/04/2015	Common Stock	4,186

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Buy)					
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 10.23	<u>(1)</u>	08/21/2022	Common Stock	32,967
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	24,752
Stock Option (Right to Buy)	\$ 10.72	<u>(1)</u>	08/08/2021	Common Stock	30,928
Stock Option (Right to Buy)	\$ 12.43	<u>(1)</u>	02/08/2021	Common Stock	25,597
Stock Option (Right to Buy)	\$ 9.16	<u>(1)</u>	08/09/2020	Common Stock	33,708
Stock Option (Right to Buy)	\$ 9.39	<u>(1)</u>	02/09/2020	Common Stock	32,468
Stock Option (Right to Buy)	\$ 11.6	<u>(1)</u>	08/10/2019	Common Stock	23,962
Stock Option (Right to Buy)	\$ 11.15	<u>(1)</u>	02/19/2018	Common Stock	28,791
Stock Option (Right to Buy)	\$ 7.55	<u>(1)</u>	02/10/2019	Common Stock	32,609
Stock Option (Right to Buy)	\$ 16.69	<u>(1)</u>	08/19/2018	Common Stock	15,957

