

INSTEEL INDUSTRIES INC
Form 5
October 23, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GAZMARIAN MICHAEL C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/20/2013

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

1373 BOGGS DR

(Street)

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

Vice President and CFO

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNT AIRY, NC 27030

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	09/20/2013	Â	G	3,750 D \$ 0	130,133	D	Â
Common Stock (Restricted Stock Units)	Â	Â	Â	Â Â Â Â	32,099	D	Â

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

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SEC 2270 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.22	Â	Â	Â	Â Â Â (1)	08/12/2023	Common Stock	9,892
Stock Option (Right to Buy)	\$ 16.45	Â	Â	Â	Â Â Â (1)	02/12/2023	Common Stock	9,589
Stock Option (Right to Buy)	\$ 10.23	Â	Â	Â	Â Â Â (1)	08/21/2022	Common Stock	15,110
Stock Option (Right to Buy)	\$ 13.06	Â	Â	Â	Â Â Â (1)	02/21/2022	Common Stock	11,345
Stock Option (Right to Buy)	\$ 10.72	Â	Â	Â	Â Â Â (1)	08/08/2021	Common Stock	14,175
Stock Option (Right to Buy)	\$ 12.43	Â	Â	Â	Â Â Â (1)	02/08/2021	Common Stock	11,732
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39	Â	Â	Â	Â Â Â (1)	02/09/2020	Common Stock	14,881

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Incentive Stock Option (Right to Buy)	\$ 9.16	Â	Â	Â	Â	Â	Â	Â (1)	08/09/2020	Common Stock	15,449
Incentive Stock Option (Right to Buy)	\$ 11.6	Â	Â	Â	Â	Â	Â	Â (1)	08/10/2019	Common Stock	10,982
Incentive Stock Option (Right to Buy)	\$ 7.55	Â	Â	Â	Â	Â	Â	Â (1)	02/10/2019	Common Stock	14,946
Incentive Stock Option (Right to Buy)	\$ 11.15	Â	Â	Â	Â	Â	Â	Â (1)	02/19/2018	Common Stock	13,196
Incentive Stock Option (Right to Buy)	\$ 16.69	Â	Â	Â	Â	Â	Â	Â (1)	08/19/2018	Common Stock	7,314
Incentive Stock Option (Right to Buy)	\$ 17.11	Â	Â	Â	Â	Â	Â	Â (1)	02/13/2017	Common Stock	6,598
Incentive Stock Option (Right to Buy)	\$ 20.27	Â	Â	Â	Â	Â	Â	Â (1)	08/13/2017	Common Stock	5,444
Incentive Stock Option (Right to Buy)	\$ 20.26	Â	Â	Â	Â	Â	Â	Â (1)	08/14/2016	Common Stock	2,841
Incentive Stock Option (Right to Buy)	\$ 15.64	Â	Â	Â	Â	Â	Â	Â (1)	02/14/2016	Common Stock	4,080
	\$ 9.12	Â	Â	Â	Â	Â	Â	Â (1)	03/04/2015		5,301

