

Jafroodi Scot R
Form 4
February 13, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jafroodi Scot R

(Last) (First) (Middle)

5532 GARDEN PARK LANE

(Street)

WINSTON SALEM, NC 27106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INSTEEL INDUSTRIES INC [IIN]

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

02/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/10/2012		F	1,334	D \$ 12.92	8,405	D
Common Stock (Restricted Stock Units)						13,079	D

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

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information contained in this form are not
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SEC 1474
(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. Pri Deriv Secur (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	\$ 10.72					(1)	08/08/2021	Common Stock	5,670	
Incentive Stock Option (Right to Buy)	\$ 12.43					(1)	02/08/2021	Common Stock	4,693	
Incentive Stock Option (Right to Buy)	\$ 9.16					(1)	08/09/2020	Common Stock	6,180	
Incentive Stock Option (Right to Buy) (Common Stock)	\$ 9.39					(1)	02/09/2020	Common Stock	5,952	
Incentive Stock Option (right to buy)	\$ 16.69					(1)	08/19/2018	Common Stock	2,926	
Incentive Stock Option (Right to	\$ 11.6					(1)	08/10/2019	Common Stock	4,393	

Buy)

Incentive
StockOption \$ 11.15
(right to
buy)(1)

02/19/2018

Common
Stock

5,278

Incentive
StockOption \$ 7.55
(right to
buy)(1)

02/10/2019

Common
Stock

5,978

Incentive
StockOption \$ 17.11
(right to
buy)(1)

02/13/2017

Common
Stock

2,639

Incentive
StockOption \$ 20.27
(right to
buy)(1)

08/13/2017

Common
Stock

2,178

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Jafroodi Scot R
5532 GARDEN PARK LANE
WINSTON SALEM, NC 27106

Chief Accounting Officer

Signatures

James F. Petelle for Scot R.
Jafroodi

02/13/2012

 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 1 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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