

INSTEEL INDUSTRIES INC
 Form 5/A
 October 30, 2014

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/01/2014

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 Reporting

(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)	Amount (A) or Price (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2014	Â	G5	250 D	\$ 0	545,518	D	Â
Common Stock ⁽¹⁾	05/07/2014	Â	W5	31,005 A	\$ 0	545,518	D	Â
Common Stock	08/13/2014	Â	G5	80 D	\$ 0	545,518	D	Â
Common Stock	09/18/2014	Â	G5	2,100 D	\$ 0	545,518	D	Â

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Common Stock <u>(1)</u> <u>(3)</u>	05/07/2014	Â	W5	2,841	A	\$ 0	177,822	I	Co-trustee of trusts for the benefit of children of H. O. Woltz III and Edwin M Woltz
Common Stock <u>(1)</u>	05/07/2014	Â	W5	8,513	D	\$ 0	0	I	co-executor of Howard O. Woltz, Jr. Estate
Common Stock <u>(3)</u>	09/12/2014	Â	G5	3,910	D	\$ 0	81,222	I	co-trustee of Woltz Foundation
Common Stock <u>(3)</u>	Â	Â	Â	Â	Â	Â	130,452	I	Co-trustee of trusts created by estate of Howard O. Woltz Jr.
Common Stock (Restricted Stock Units)	Â	Â	Â	Â	Â	Â	59,157	D	Â

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

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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
Common	\$ 20.5	Â	Â	Â	Â (A) Â (D)	Â <u>(2)</u> 08/12/2024	Common	21,216

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Stock (Right to Buy)										Stock	
Common Stock (Right to Buy)	\$ 19.08	Â	Â	Â	Â	Â	Â	Â (2)	02/12/2024	Common Stock	21,645
Stock Option (Right to Buy)	\$ 10.23	Â	Â	Â	Â	Â	Â	Â (2)	08/21/2022	Common Stock	21,978
Stock Option (Right to Buy)	\$ 13.06	Â	Â	Â	Â	Â	Â	Â (2)	02/21/2022	Common Stock	16,501
Stock Option (Right to Buy)	\$ 10.72	Â	Â	Â	Â	Â	Â	Â (2)	08/08/2021	Common Stock	10,309
Stock Option (Right to Buy)	\$ 12.43	Â	Â	Â	Â	Â	Â	Â (2)	02/08/2021	Common Stock	8,532
Stock Option (Right to Buy)	\$ 17.22	Â	Â	Â	Â	Â	Â	Â (2)	08/12/2023	Common Stock	21,583
Stock Option (Right to Buy)	\$ 16.45	Â	Â	Â	Â	Â	Â	Â (2)	02/12/2023	Common Stock	20,921
Stock Option (Right to Buy)	\$ 16.69	Â	Â	Â	Â	Â	Â	Â (2)	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11	Â	Â	Â	Â	Â	Â	Â (2)	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27	Â	Â	Â	Â	Â	Â	Â (2)	08/13/2017	Common Stock	11,878
Stock Option	\$ 20.26	Â	Â	Â	Â	Â	Â	Â (2)	08/14/2016	Common Stock	6,369

(Right to Buy)

Stock Option (Right to Buy) \$ 15.64 (2) 02/14/2016 Common Stock 9,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLTZ H O III 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	<input checked="" type="checkbox"/> X	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> Chairman, President and CEO	<input checked="" type="checkbox"/>

Signatures

James F. Petelle for H. O. Woltz III 10/30/2014

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) This amended form 5 includes distributions from the Estate of Howard O. Woltz, Jr.
- (2) Options vest 1/3 annually beginning one year from grant date.

The reporting person previously reported in the aggregate all shares which were deemed indirectly owned by the reporting person as the co-trustee of family trusts. This form reports separately these shares which are deemed indirectly owned by the reporting person as the co-trustee of family trusts. Additionally, the reporting person previously reported 21,222 shares indirectly owned by the reporting person through a custodial account for a minor child. These 21,222 shares now are included above in the 177,822 shares reported as indirectly owned by the reporting person as the co-trustee of trusts for the benefit of his children and the children of Edwin M. Woltz.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.