WOLTZ H O III Form 4 May 30, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

05/28/2013

05/28/2013

05/29/2013

05/29/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLTZ H O III			Symbol	2. Issuer Name and Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1373 BOGGS DRIVE			(Month	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2013				X Director X Officer (given below)	10	0% Owner ther (specify
(Street)				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 More than One Reporting		
	(City)	(State) (State)	(Zip) Ta	ble I - Non-De	erivative S	Securit		Person ired, Disposed o		1 0
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Transactio Code	4. Securiti n(A) or Dis (Instr. 3, 4)	posed	of (D)	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	05/28/2013		M	7,849	A	\$ 7.55	486,271	D	

M

S

M

S

2,183

514

514

10,032 D

A

Α

\$ 11.6 488,454

\$11.6 478,936

478,422

478,422

D

D

D

D

Edgar Filing: WOLTZ H O III - Form 4

Common Stock (2) Common Stock (2) Common Stock (2) Common Stock (2) Common Stock (Restricted Trusts established by Howard O. Woltz, Jr. Common Stock (Restricted Trusts established by Howard O. Woltz, Jr. Custodial account for minor child Trusts established by Howard O. Woltz, Jr. Custodial account for minor child Stock (Restricted Trusts) Common Stock (Restricted Trusts)	Common Stock (2)	8,513	I	of Howard O. Woltz, Jr. Estate
Common Stock (2) Common Stock (2) Common Stock (Restricted T77,704 D Stock		365,130	I	trusts established by Howard O. Woltz,
Stock (Restricted 77,704 D Stock		21,222	I	account for
	Stock (Restricted Stock	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.

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)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.55	05/28/2013		M	7,849	<u>(1)</u>	02/10/2019	Common Stock	7,849
Stock Option (Right to Buy)	\$ 11.6	05/28/2013		M	2,183	<u>(1)</u>	08/10/2019	Common Stock	2,183

De Se (In

Edgar Filing: WOLTZ H O III - Form 4

Stock Option (Right to Buy)	\$ 11.6	05/29/2013	M	514	<u>(1)</u>	08/10/2019	Common Stock	514
Stock Option (Right to Buy)	\$ 9.16				<u>(1)</u>	08/09/2020	Common Stock	2,972
Stock Option (Right to Buy)	\$ 9.39				<u>(1)</u>	02/09/2020	Common Stock	10,650
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				(1)	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)	\$ 16.69				<u>(1)</u>	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11				<u>(1)</u>	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27				<u>(1)</u>	08/13/2017	Common Stock	11,878
	\$ 20.26				<u>(1)</u>	08/14/2016		6,369

Edgar Filing: WOLTZ H O III - Form 4

Stock Common Stock Option (Right to Buy) Stock Option Common (1) 02/14/2016 \$ 15.64 9,144 (Right to Stock Buy)

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
WOLTZ H O III 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	X		Chairman, President and CEO				

Signatures

James F. Petelle for H. O.
Woltz III
05/30/2013

**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.

In addition to the gifts on November 3 and November 30, 2011, this Form also reflects the beneficial interest H. O. Woltz III is deemed to hold in the estate of his father, Howard O. Woltz, Jr., and in three trusts established by his father, following the death of his father on January 2, 2011. Mr. Woltz III disclaims beneficial interest in the shares held in the estate and in trust, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 4