INSTEEL INDUSTRIES INC

Form 5

October 25, 2007

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

Common

Common

Stock

Stock

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1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ROGERS W ALLEN II Symbol **INSTEEL INDUSTRIES INC [IIIN]** (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title 09/29/2007 Other (specify below) below) 1373 BOGGS DR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MT AIRY. NCÂ 27030 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. Ownership 7. Nature of 4. Securities Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial

(Instr. 8)

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(Instr. 3, 4 and 5)

Amount

Â

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(A)

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Â

(D) Price

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

(Month/Day/Year)

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Owned at end

of Issuer's

Fiscal Year

(Instr. 3 and

26,224

2,345

4)

Indirect (I)

(Instr. 4)

D

Ι

SEC 2270 (9-02)

Ownership

Restricted

(Instr. 4)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)					7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0.18	Â	Â	Â	Â	Â	(1)	02/19/2012	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 0.36	Â	Â	Â	Â	Â	(1)	02/25/2013	Common Stock	7,200
Non-Qualified Stock Option (right to buy)	\$ 1.06	Â	Â	Â	Â	Â	(1)	02/16/2011	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 3.28	Â	Â	Â	Â	Â	(1)	02/09/2009	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 3.63	Â	Â	Â	Â	Â	(1)	04/28/2008	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 4.19	Â	Â	Â	Â	Â	(1)	02/01/2010	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 5.43	Â	Â	Â	Â	Â	(1)	07/20/2014	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
ROGERS W ALLEN II 1373 BOGGS DR MT AIRY, NC 27030	ÂΧ	Â	Â	Â			

Reporting Owners 2

Signatures

James F. Petelle for W. Allen Rogers, II 10/25/2007

**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) All options are exercisable

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.

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