Jafroodi Scot R Form 4 August 10, 2018

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. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Restricted Stock Units)

(Print or Type Responses)

1. Name and Address of Reporting Person * Jafroodi Scot R			2. Issuer Name and Ticker or Trading Symbol INSTEEL INDUSTRIES INC [IIIN]				I	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Check all applicable)			
1373 BOGGS DRIVE			(Month/Day/Year) 08/08/2018					Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original				6	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
MOUNT All	RY, NC 27030		_ P				erson				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d 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	08/08/2018			Code V M	Amount 5,670	(D)	Price \$ 10.72	29,438	D		
Common Stock	08/08/2018			S	5,670	D	\$ 42.966	23,768	D		
Common Stock (Restricted								6,165	D		

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. Transacti Code (Instr. 8)	ransaction of Derivative Code Securities		6. Date Exer Expiration D (Month/Day,	Pate	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
Incentive Stock Option (Right to Buy)	\$ 10.72	08/08/2018		М		5,670	<u>(1)</u>	08/08/2021	Common Stock	5,670
Stock Option (Right to Buy)	\$ 29.69						<u>(1)</u>	02/13/2028	Common Stock	2,629
Stock Option (Right to Buy)	\$ 26.75						<u>(1)</u>	08/07/2027	Common Stock	2,951
Stock Option (Right to Buy)	\$ 37.06						<u>(1)</u>	02/07/2027	Common Stock	2,013
Stock Option (Right to Buy)	\$ 34.49						<u>(1)</u>	08/11/2026	Common Stock	2,377
Stock Option (Right to Buy)	\$ 23.95						<u>(1)</u>	02/11/2026	Common Stock	3,165
Stock Optin (Right to Buy)	\$ 18.05						<u>(1)</u>	08/17/2025	Common Stock	4,211

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Stock Option (Right to Buy)	\$ 21.96	<u>(1)</u>	02/17/2025	Common Stock	3,548
Stock Option (Right to Buy)	\$ 20.5	<u>(1)</u>	08/12/2024	Common Stock	3,890
Stock Option (Right to Buy)	\$ 19.08	<u>(1)</u>	02/12/2024	Common Stock	3,968
Stock Option (Right to Buy)	\$ 17.22	<u>(1)</u>	08/12/2023	Common Stock	3,957
Stock Option (Right to Buy)	\$ 16.45	<u>(1)</u>	02/12/2023	Common Stock	3,835
Stock Option (Right to Buy)	\$ 10.23	<u>(1)</u>	08/21/2022	Common Stock	6,044
Stock Option (Right to Buy)	\$ 13.06	<u>(1)</u>	02/21/2022	Common Stock	4,538

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Jafroodi Scot R 1373 BOGGS DRIVE MOUNT AIRY, NC 27030			Chief Accounting Officer				
Signatures							
James F. Petelle for Scot R. Jafroodi		08/10/2018	3				
**Signature of Reporting Person		Date					

Reporting Owners 3

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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. 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.