

GAZMARIAN MICHAEL C  
Form 5  
October 09, 2018

**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 \*  
GAZMARIAN MICHAEL C  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
INSTEEL INDUSTRIES INC [IIN]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

1373 BOGGS DR  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
09/05/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President and CFO

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

MOUNT AIRY, NC 27030

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | Price | 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                          | 09/05/2018                           | Â  | G                              | 3,000   | D          | \$ 0  | 30,472   | D  | Â   |
| Common Stock (Restricted Stock Units) | Â                                    | Â  | Â                              | Â   | Â          | Â     | 13,248   | D  | Â   |

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

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SEC 2270 (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. F. Der. Sec. (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 18.05   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 08/17/2025   | Common Stock  | 3,509                      |
| Stock Option (Right to Buy)                | \$ 23.95   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 02/11/2026   | Common Stock  | 2,637                      |
| Stock Option (Right to Buy)                | \$ 41.85   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 08/13/2028   | Common Stock  | 4,828                      |
| Stock Option (Right to Buy)                | \$ 29.69   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 02/13/2028   | Common Stock  | 6,573                      |
| Stock Option (Right to Buy)                | \$ 26.75   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 08/07/2027   | Common Stock  | 7,377                      |
| Stock Option (Right to Buy)                | \$ 37.06   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 02/07/2027   | Common Stock  | 5,033                      |
| Stock Option (Right to Buy)                | \$ 34.49   | Â                                    | Â  | Â                              | Â Â Â <u>(1)</u>  | 08/11/2026   | Common Stock  | 5,942                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| GAZMARIAN MICHAEL C<br>1373 BOGGS DR<br>MOUNT AIRY, NC 27030 | À             | À         | À Vice President and CFO | À     |

## Signatures

James F. Petelle for Michael C.  
Gazmarian

10/09/2018

\_\_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.

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.