

INSTEEL INDUSTRIES INC

Form 5

October 25, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
WOLTZ H O III

(Last) (First) (Middle)

1373 BOGGS DRIVE

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
INSTEEL INDUSTRIES INC [IIN]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
09/29/20074. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNT AIRY, NC 27030

(City) (State) (Zip)

☒ 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)	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	09/13/2007	Â	G	1,000 D \$ 0	434,431	D	Â
Common Stock	Â	Â	Â	Â Â Â	77,919	I	Custodial Account
Common Stock	Â	Â	Â	Â Â Â	43,681.1128	I	Restricted

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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.89	Â	Â	Â	Â Â	07/26/2006 07/26/2015	Common Stock 11,5
Incentive Stock Option (right to buy)	\$ 9.12	Â	Â	Â	Â Â	Â <u>(1)</u> 03/04/2015	Common Stock 17,8
Incentive Stock Option (right to buy)	\$ 15.64	Â	Â	Â	Â Â	02/14/2007 02/14/2016	Common Stock 5,5
Incentive Stock Option (right to buy)	\$ 17.11	Â	Â	Â	Â Â	Â <u>(1)</u> 02/13/2017	Common Stock 5,3
Incentive Stock Option (right to buy)	\$ 20.26	Â	Â	Â	Â Â	08/14/2007 08/14/2016	Common Stock 2,1
Incentive Stock Option (right to buy)	\$ 20.27	Â	Â	Â	Â Â	Â <u>(1)</u> 08/13/2017	Common Stock 88
Non-Qualified Stock Option (right to buy)	\$ 15.64	Â	Â	Â	Â Â	02/14/2007 02/14/2016	Common Stock 3,6
Non-Qualified Stock Option (right to buy)	\$ 17.11	Â	Â	Â	Â Â	Â <u>(1)</u> 02/13/2017	Common Stock 9,0
Non-Qualified Stock Option (right to buy)	\$ 20.26	Â	Â	Â	Â Â	08/14/2007 08/14/2016	Common Stock 4,2
Non-Qualified Stock Option (right to buy)	\$ 20.27	Â	Â	Â	Â Â	Â <u>(1)</u> 08/13/2017	Common Stock 10,9

Reporting Owners

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

Signatures

By: James F. Petelle For: H. O. Woltz III 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) 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 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.