#### PECHOTA GARY L

Form 4

February 11, 2009

### FORM 4

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

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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response...

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

2. Issuer Name and Ticker or Trading

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Section 16.

subject to

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

PECHOTA GARY L			Symbol INSTEEL INDUSTRIES INC [IIIN]				Issuer				
(Last)	3. Date of I	3. Date of Earliest Transaction					(Check all applicable)				
(Last) (First) (Middle) 1373 BOGGS DRIVEW			(Month/Day/Year) 02/10/2009				_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amend	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month	Filed(Month/Day/Year)				Applicable Line)			
MOUNT AIRY, NC 27030								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	quired, Disposed	of, or Beneficia	ılly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/	Year) Execuany	eemed ation Date, if th/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D	<b>)</b> )	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)	
Stock (Restricted Stock Units)	02/10/2009	•		A	5,298	A	\$0	5,298	D		
Common Stock								22,051	D		
Common Stock								3,587	I	Restricted	

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualfied Stock Option	\$ 4.19					02/01/2000	02/01/2010	Common Stock	4,000
Non-Qualified Stock Option	\$ 5.43					07/20/2004	02/20/2014	Common Stock	7,200

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
PECHOTA GARY L 1373 BOGGS DRIVEW MOUNT AIRY, NC 27030	X						

# **Signatures**

James F. petelle for Gary L.
Pechota
02/11/2009

\*\*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).

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.

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