WOLTZ H O III Form 4 August 11, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

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SECURITIES

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WOLTZ H O III				Symbol		icker or Trading	Issuer				
				INSTEEL	L INDUS'	TRIES INC [IIIN]	(Chec	ck all applicabl	e)		
	(Last)	(First)	(Middle)	3. Date of E	arliest Trar	saction					
				(Month/Day	//Year)		_X_ Director				
1373 BOGGS DRIVE				02/27/200)9		X Officer (give title Other (specifically)				
							Chairman	, President and	l CEO		
(Street)				4. If Amend	lment, Date	Original	6. Individual or Joint/Group Filing(Check				
				Filed(Month	/Day/Year)		Applicable Line)				
							X Form filed by	1 0			
	MOUNT AIR	RY, NC 2703	60				Form filed by M Person	viore than One R	eporting		
	(City)	(State)	(Zip)	Table 1	I - Non-De	rivative Securities Acq	uired, Disposed o	f, or Beneficia	ally Owned		
	1.Title of	2. Transaction	n Date 2A. I	Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature o		
	Security	(Month/Day/	Year) Exec	ution Date, if	Transactio	on(A) or Disposed of	Securities	Ownership	Indirect		

(City)	(State) (Zi	Table 1	I - Non-	-Der	rivative Se	curitie	es Acqu	iired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transaction Code		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/27/2009		G	V	2,085	A	\$0	402,435	D	
Common Stock	04/24/2009		G	V	3,350	D	\$0	399,085	D	
Common Stock (Restricted Stock Units)	08/10/2009		A		12,931	A	\$ 0	32,799	D	
Common Stock	02/27/2009		G	V	8,340	A	\$0	60,029	I	Custodial Account
								42,671	I	Restricted

Common Stock (Restricted)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.6	08/10/2009		A		23,962		<u>(1)</u>	08/10/2019	Common Stock	23,962
Stock Option (Right to Buy)	\$ 7.55							<u>(1)</u>	02/10/2019	Common Stock	32,609
Stock Option (Right to Buy)	\$ 11.15							<u>(1)</u>	02/19/2018	Common Stock	28,791
Stock Option (Right to Buy)	\$ 16.69							<u>(1)</u>	08/19/2018	Common Stock	15,957
Stock Option (Right to Buy)	\$ 17.11							<u>(1)</u>	02/13/2017	Common Stock	14,395
Stock Option (Right to Buy)	\$ 20.27							<u>(1)</u>	08/13/2017	Common Stock	11,878

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Stock Option (Right to Buy)	\$ 20.26	<u>(1)</u>	08/14/2007	Common Stock	6,369
Stock Option (Right to Buy)	\$ 15.64	<u>(1)</u>	02/14/2016	Common Stock	9,144
Stock Option (Right to Buy)	\$ 9.12	<u>(1)</u>	03/04/2015	Common Stock	17,826
Stock Option (Right to Buy)	\$ 6.89	<u>(1)</u>	07/26/2015	Common Stock	11,532

Reporting Owners

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

Signatures

James F. Petelle for H. O.
Woltz III

**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 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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