INSTEEL INDUSTRIES INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/9/2004 For Period Ending 12/7/2004

Address	1373 BOGGS DR
	MOUNT AIRY, North Carolina 27030
Telephone	910-786-2141
CIK	0000764401
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	09/30

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SHIELDS WILLIAM J	**INSTEEL INDUSTRIES INC [IIIN]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **1373 BOGGS DRIVE**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/7/2004**	_____ Officer (give title below) _____ Other (specify below)
(Street) **MOUNT AIRY, NC 27030** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**12/7/2004**		**M**		**2000**	**A**	**$5.5**	**5010**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**633**	**D**	**$17.381**	**4377**	**D**	
Common Stock	**12/7/2004**		**M**		**2000**	**A**	**$6.5625**	**6377**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**756**	**D**	**$17.381**	**5621**	**D**	
Common Stock	**12/7/2004**		**M**		**2000**	**A**	**$8.375**	**7621**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**964**	**D**	**$17.381**	**6657**	**D**	
Common Stock	**12/7/2004**		**M**		**2000**	**A**	**$2.12**	**8657**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**244**	**D**	**$17.381**	**8413**	**D**	
Common Stock	**12/7/2004**		**M**		**2000**	**A**	**$0.35**	**10413**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**41**	**D**	**$17.381**	**10372**	**D**	
Common Stock	**12/7/2004**		**M**		**3600**	**A**	**$0.71**	**13972**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**148**	**D**	**$17.381**	**13824**	**D**	
Common Stock	**12/7/2004**		**M**		**3600**	**A**	**$10.85**	**17424**	**D**	
Common Stock	**12/7/2004**		**F** (1)	**V**	**2248**	**D**	**$17.381**	**15176**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	**$0.35**	**12/7/2004**		**M**			**2000**	**2/19/2002**	**2/19/2012**	**Common Stock**	**2000**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$0.71**	**12/7/2004**		**M**			**3600**	**2/25/2003**	**2/25/2013**	**Common Stock**	**3600**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$2.12**	**12/7/2004**		**M**			**2000**	**2/16/2001**	**2/16/2011**	**Common Stock**	**2000**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$5.5**	**12/7/2004**		**M**			**2000**	**11/3/1998**	**11/3/2008**	**Common Stock**	**2000**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$6.5625**	**12/7/2004**		**M** (1)			**2000**	**2/9/1999** (2)	**2/9/2009**	**Common Stock**	**2000**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$8.375**	**12/7/2004**		**M**			**2000**	**2/1/2000**	**2/1/2010**	**Common Stock**	**2000**	(1)	**0**	**D**	
Non-Qualified Stock Option (right to buy)	**$10.85**	**12/7/2004**		**M**			**3600**	**7/20/2004**	**7/20/2014**	**Common Stock**	**3600**	(1)	**0**	**D**	

Explanation of Responses:

(1) Exercise of Stock Options by swapping shares

(2) Options are immediately exercisable upon grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS WILLIAM J 1373 BOGGS DRIVE MOUNT AIRY, NC 27030	**X**			

Signatures

By: Gary D. Kniskern For: William J. Shields — **12/8/2004**

** Signature of Reporting Person — Date

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

***** 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.

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