# INSTEEL INDUSTRIES INC

Reported by

**NEWSOME CHARLES B**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/10/10 for the Period Ending 02/09/10

| | |
|---|---|
| Address | 1373 BOGGS DR<br>MOUNT AIRY, NC 27030 |
| Telephone | 9107862141 |
| CIK | 0000764401 |
| Symbol | IIIN |
| SIC Code | 3310 - Steel Works, Blast Furnaces, And Rolling And |
| 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
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

## 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) |
|---|---|---|
| **NEWSOME CHARLES B** | **INSTEEL INDUSTRIES INC [ IIIN ]** | __ **X** __ Director _____ 10% Owner |
| (Last) (First) (Middle) **1373 BOGGS DRIVE** | 3. Date of Earliest Transaction (MM/DD/YYYY) **2/9/2010** | _____ 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 (Restricted Stock Units)** | **2/9/2010** | | **A** | | **4260** | **A** | **$0** | **4260** | **D** | |
| **Common Stock** | | | | | | | | **42524** | **D** | |
| **Common Stock** | | | | | | | | **88** | **I** | **Custodial Account** |

### 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** | **$0.18** | | | | | | | **2/19/2002** | **2/19/2012** | **Common Stock** | **4000** | | **4000** | **D** | |
| **Non-Qualified Stock Option** | **$0.36** | | | | | | | **2/25/2003** | **2/25/2013** | **Common Stock** | **7200** | | **7200** | **D** | |
| **Non-Qualified Stock Option** | **$1.06** | | | | | | | **2/16/2001** | **2/16/2011** | **Common Stock** | **4000** | | **4000** | **D** | |
| **Non-Qualified Stock Option** | **$5.43** | | | | | | | **7/20/2004** | **7/20/2014** | **Common Stock** | **7200** | | **7200** | **D** | |

**Explanation of Responses:**

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **NEWSOME CHARLES B 1373 BOGGS DRIVE MOUNT AIRY, NC 27030** | **X** | | | |

**Signatures**

| | |
|---|---|
| **James F. Petelle for Charles B. Newsome** | **2/10/2010** |
| ** 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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