

INSTEEL INDUSTRIES INC  
Form 3  
February 23, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Jafroodi Scot R                         |         | (Month/Day/Year)                     | INSTEEL INDUSTRIES INC [IIN]   |  |
| (Last)                                    | (First) | 02/13/2007                           |  |  |
| 1373 BOGGS DRIVE                          |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| MOUNT AIRY,Â NCÂ 27030                    |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Chief Accounting Officer   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 4,166   | I  | Restricted  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of  |  |  |   |

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|  |       |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|--|-------|------------|-----------------|--------|----------|-------------------|---|
| Incentive Stock Option<br>(right to buy) | Â (1) | 02/14/2016 | Common<br>Stock | 2,532  | \$ 15.64 | D                 | Â |
| Incentive Stock Option<br>(right to buy) | Â (2) | 08/14/2016 | Common<br>Stock | 1,763  | \$ 20.26 | D                 | Â |
| Incentive Stock Option<br>(right to buy) | Â (3) | 02/13/2017 | Common<br>Stock | 2,639  | \$ 17.11 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Jafroodi Scot R<br>1373 BOGGS DRIVE<br>MOUNT AIRY, NC 27030 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

Scot R Jafroodi 02/23/2007

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/3 exercisable on each of the following dates: 2/14/2007; 2/14/2008; 2/14/2009

(2) 1/3 exercisable on each of the following dates: 8/14/2007; 8/14/2008; 8/14/2009

(3) 1/3 exercisable on each of the following dates: 2/13/2008; 2/13/2009; 2/13/2010

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.