

AZZ INC  
Form 4  
May 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DOWNEY H KIRK**

(Last) (First) (Middle)

**ONE MUSEUM PLACE SUITE  
500, 3100 WEST 7TH STREET**

(Street)

**FORT WORTH, TX 76107**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AZZ INC [AZZ]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/29/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
COMMON STOCK	04/29/2016		M		454 A \$ 45.36		D
COMMON STOCK	04/29/2016		M		534 A \$ 43.92		D
COMMON STOCK	04/29/2016		S		186 D \$ 54.96 (1)		D
COMMON STOCK	04/29/2016		S		3,564 D \$ 54.56 (1)		D

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)

**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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
STOCK APPRECIATION RIGHTS	\$ 45.36	04/29/2016		A	454	<sup>(2)</sup> 03/01/2020	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 43.92	04/29/2016		A	534	<sup>(3)</sup> 03/01/2021	COMMON STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNEY H KIRK ONE MUSEUM PLACE SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	X			

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for H. Kirk  
Downey

05/03/2016

\*\*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) The price reported in Column 4 is a weighted average price.

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- (2) The stock appreciation rights ("SARs") granted on 3/1/2013 vested ratably over a three-year period with one-third of the SARs vesting on each of the first, second and third anniversaries beginning on 3/1/2014.
- (3) The SARs granted on 3/1/2014 vested ratably over a three-year period with one-third of the SARs vesting on each of the first, second and third anniversaries beginning on 3/1/2015.

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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