

BERCE DANIEL E
Form 4/A
August 09, 2018

FORM 4

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

OMB APPROVAL

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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 *
BERCE DANIEL E

(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)

07/10/2018

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

07/12/2018

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 (A) or Price (D) | | | |
| COMMON STOCK | 07/10/2018 | | A | | 1,823 | A | \$ 0 62,747 | D |
| COMMON STOCK | 07/11/2018 | | M | | 2,724 | A | \$ 25.67 65,471 | D |
| COMMON STOCK | 07/11/2018 | | F ⁽¹⁾ | | 1,275 | D | \$ 54.85 64,196 | D |
| COMMON STOCK | 07/11/2018 | | M | | 1,362 | A | \$ 45.36 65,558 | D |
| COMMON STOCK | 07/11/2018 | | F ⁽²⁾ | | 1,127 | D | \$ 54.85 64,431 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|
| COMMON STOCK | 07/11/2018 | M | 1,603 | A | \$ 43.92 | 66,034 | D |
| COMMON STOCK | 07/11/2018 | F ⁽³⁾ | 1,284 | D | \$ 54.85 | 64,750 | D |
| COMMON STOCK | 07/11/2018 | S ⁽⁴⁾ | 2,003 | D | \$ 54.3 | 62,747 | 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.

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(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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of Sha |
| STOCK APPRECIATION RIGHTS | <u>(5)</u> | 07/11/2018 | | M | | 2,724 | | <u>(6)</u> | <u>(7)</u> | COMMON STOCK | 2, |
| STOCK APPRECIATION RIGHTS | <u>(8)</u> | 07/11/2018 | | M | | 1,362 | | <u>(9)</u> | <u>(10)</u> | COMMON STOCK | 1, |
| STOCK APPRECIATION RIGHTS | <u>(11)</u> | 07/11/2018 | | M | | 1,603 | | <u>(12)</u> | <u>(13)</u> | COMMON STOCK | 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERCE DANIEL E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107 | X | | | |

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Daniel E.
Berce

08/09/2018

__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) Shares forfeited for the conversion of stock appreciation rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$25.67) over the exercise price (\$54.85).
- (2) Shares forfeited for the conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$45.36) over the exercise price (\$54.85).
- (3) Shares forfeited for the conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$43.92) over the exercise price (\$54.85).
- (4) The shares sold on the open market are the aggregate net shares received upon the exercise of the SARs reported in Table I.
- (5) The conversion of stock appreciation rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$25.67) over the exercise price (\$54.85).
- (6) On March 1, 2012 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2013.
- (7) The SARs granted on March 1, 2012 have an expiration date of March 1, 2019.
- (8) The conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$45.36) over the exercise price (\$54.85).
- (9) On March 1, 2013 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2014.
- (10) The SARs granted on March 1, 2013 have an expiration date of March 1, 2020.
- (11) The conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$43.92) over the exercise price (\$54.85).
- (12) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
- (13) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.

Remarks:

This Form 4 was amended to correct the aggregate number of shares forfeited to pay the conversion price of the underlying SA

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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